

Carlen Tamara Lynn  
 Form 3  
 January 23, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Carlen Tamara Lynn		(Month/Day/Year)	URANERZ ENERGY CORP. [URZ]	
(Last)	(First)	(Middle)	01/23/2012	
1701 EAST "E" STREET		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
CASPER, WY 82605		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) VP, HR & Controller		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

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Common Share Options	01/26/2007	01/26/2017	Common Shares	15,000	\$ 3.2	D	Â
Common Share Options	01/07/2008	01/07/2018	Common shares	25,000	\$ 2.64	D	Â
Common Share Options	01/05/2010	01/05/2020	Common Shares	15,000	\$ 1.33	D	Â
Common Share Options	01/10/2011	01/10/2021	Common Shares	35,000	\$ 3.98	D	Â
Common Share Options	04/08/2011	04/08/2021	Common Shares	28,000	\$ 3.21	D	Â
Common Share Options	12/11/2011	12/11/2021	Common Shares	57,500	\$ 1.89	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlen Tamara Lynn 1701 EAST "E" STREET CASPER, WY 82605	Â	Â	Â VP, HR & Controller	Â

## Signatures

Tamara L.  
Carlen  
01/23/2012

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.