

BREZINSKI EDWARD ROBERT
 Form 4
 September 29, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
BREZINSKI EDWARD ROBERT

2. Issuer Name and Ticker or Trading Symbol

URANIUM ENERGY CORP [UEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1134 FARMINGTON AVE

3. Date of Earliest Transaction (Month/Day/Year)

09/26/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP Marketing and Sales

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

WEST HARTFORD, CT 06107

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase	\$ 2.78	09/26/2011	A ⁽¹⁾	30,000 ⁽²⁾					09/26/2011 ⁽²⁾	09/26/2021	Common stock	30,000

Reporting Owners

Reporting Owner Name / Address

BREZINSKI EDWARD ROBERT
1134 FARMINGTON AVE
WEST HARTFORD, CT 06107

Relationships

Director 10% Owner Officer Other

VP Marketing and Sales

Signatures

/s/ EDWARD ROBERT
BREZINSKI

09/29/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) Granted pursuant to and in accordance with the Company's stock option plan.

(2) Subject to vesting provisions. 7,500 vest immediately, 7,500 vest on January 26, 2012, 7,500 vest on May 26, 2012 and 7,500 vest on September 26, 2012.

(3) In addition to the options to purchase 30,000 shares as disclosed above, the Reporting Person also holds options to purchase 25,000 shares at an exercise price of \$0.45 per share expiring on November 1, 2017, 30,000 shares at an exercise price of \$0.45 per share expiring on January 25, 2018, 85,000 shares at an exercise price of \$2.40 per share expiring on August 26, 2019 and 100,000 shares at an exercise price of \$2.43 per share, expiring on August 13, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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