

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**  
 (Street)

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**

**WEST HARTFORD, CT 06107**  
 (City) (State) (Zip)

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

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of 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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 (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 <sup>(1)</sup>	30,000 <sup>(2)</sup>					09/26/2011 <sup>(2)</sup>	09/26/2021	Common stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREZINSKI EDWARD ROBERT 1134 FARMINGTON AVE WEST HARTFORD, CT 06107			VP Marketing and Sales	

## Signatures

/s/ EDWARD ROBERT BREZINSKI	09/29/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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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