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

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

OMB APPROVAL OMB Number: 3233 Estimated average burden 3235-0287 0.5 hours per response ...

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)	)											
1. Name and Address of HEILI WAYNE W.	2. Issuer Name an UR-ENERGY II			ling Symbo	ol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
10758 W. CENTENN	3. Date of Earliest 7 08/28/2014	Transaction	(Mor	nth/Day/Ye	ear)	[	X Officer (give title below) Other (specify below) President and CEO					
(Street) LITTLETON, CO 80127			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)		Date (Month/Day/Year)	Execution Date, if	(Instr. 8)	ion V	4. Securiti or Dispose (Instr. 3, 4 Amount	ed of (l	D)	Transaction(s) (Instr. 3 and 4)	Ownership Form:	Beneficial Ownership	
Common Shares		08/28/2014		S		47,700	D	\$ 1.07	144,928	D		
Common Shares		08/29/2014		S		37,400	D	\$ 1.07	107,528	D		
Common Shares		08/29/2014		М		101,250		\$ 0.8291 (1)	208,778	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the SEC 1474 (9-02)

form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)															
Title of	2.	3. Transaction	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature	
ivative	Conversion	Date	Execution Date, if	Transact	ransaction Derivative		Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect	
urity	or Exercise	(Month/Day/Year)	any	Code	Securities		(Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial	
str. 3)	Price of		(Month/Day/Year)	(Instr. 8)	8) Acquired (A)				(Instr. 3 and 4)		(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative				or Disposed							Owned	Security:	(Instr. 4)	
	Security				of (D)							0	· · ·		
												- F			
					and 5)							· · ·	~ /		
											Amount		(Instr. 4)	(Instr. 4)	
								Date	Expiration	Title	or				
								Exercisable	Date						
				Code	V	(A)	(D)				of Shares				
mmon	\$ 0.8291	00/00/0014					101 000	( <b>2</b> )	00/00/0014	Common	101 000	<b>^</b>			
ares	<u>(1)</u>	08/29/2014		М			101,250	<u>(2)</u>	09/02/2014	shares	101,250	\$0	0	D	
1	ivative urity tr. 3)	ivative arity tr. 3) nmon \$ 0.8291	ivative Conversion Date or Exercise (Month/Day/Year) Price of Derivative Security nmon \$ 0.8291	itle of ivative arity arity arity arity arity arity (T. 3)       3. Transaction Date Date (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)         mmon \$ 0.8291       08/29/2014	itle of 2.     3. Transaction     3A. Deemed     4. Transaction       ivative arrive rr. 3)     Conversion or Exercise (Month/Day/Year)     3A. Deemed     4. Transaction       price of Derivative Security     Month/Day/Year)     any     (Month/Day/Year)       nmmon     \$ 0.8291     08/29/2014     M	itle of ivative or Exercise     3. Transaction Date (Month/Day/Year)     3. A. Deemed Execution Date, if Odd Execution Date,	itle of 2. 3. Transaction Date 3. Conversion Date (Month/Day/Year) or Exercise (Month/Day/Year) Price of Derivative Security 0. 08/29/2014 3. Deemed 4. 5. N Derivative Conversion Date (Month/Day/Year) 3. Deemed Execution Date, if Transaction Code Security 0. Code 0. Cod	itle of 2.     3. Transaction Date     3. Transaction Date     3. Transaction Exercise     5. Number of Derivative Securities       urity     or Exercise Price of Derivative Security     (Month/Day/Year)     Month/Day/Year)     Instr. 8)     5. Number of Derivative Securities       nmmon     \$ 0.8291     08/29/2014     M     101.250	itle of ivative or conversion or Exercise Price of Derivative Security       3. Transaction Date (Month/Day/Year)       3A. Deemed Execution Date, if (Month/Day/Year)       5. Number of Conversion Date (Month/Day/Year)       6. Date Exercise (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercise (Month/Day/Year)       6. Date Exercise (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercise (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       0. Date Exercise (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       0. Date Exercise (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       0. Date Exercise (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Date Exercise (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Date Exercise (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)	itle of 2.       3. Transaction Date       3A. Deemed       4.       5. Number of Conversion Date       6. Date Exercisable and Execution Date, if any (Month/Day/Year)         irity tr. 3)       Or Exercise Price of Derivative Security       (Month/Day/Year)       3A. Deemed       4.       5. Number of Conversion Derivative Code (Instr. 8)       6. Date Exercisable and Expiration Date (Month/Day/Year)         mmon       \$ 0.8291       08/29/2014       M       101 250       (2)       09/02/2014	itle of ivative of ivative arity       3. Transaction Date       3. Transaction Date       3. Transaction Date       5. Number of Oreversion Date       6. Date Exercisable and of Underlyi Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       5. Number of Oreversion Date       6. Date Exercisable and of Underlyi Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercisable and of Underlyi Securities         Security       Security       (Month/Day/Year)       (Month/Day/Year)       1. Transaction Code of Oreprivative Securities         Security       Security       Security       Securities       1. Transaction Code of Oreprivative Securities         Number of Derivative Security       Security       Securities       1. Transaction Code of Oreprivative Securities       Securities         Security       Security       Security       Securities       Securities       Securities         Instr. 3       Security       Securities       Securities       Securities       Securities         N       Securities       Securities       Securities       Securities       Securities         Securities       Securities       Securities       Securities       Securities       Securities         N       Securities       Securities       Securities	itle of ivative or exercise       3. Transaction Date (Month/Day/Year)       3A. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Code (Instr. 8)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Month/Day/Year)         r. 3)       Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       4.       5. Number of Code (Instr. 8)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3 and 4)         mmon       \$ 0.8291       08/29/2014       M       101 250       (2)       09/02/2014       Common 101 250	itle of ivative or ivative security       3. Transaction Date       3. Transaction Date       3. Deemed Execution Date, if Conversion or Exercise Price of Derivative Security       5. Number of Or Derivative Securities       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       8. Price of Derivative Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       101 privative       8. Price of Derivative Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       101 privative       8. Price of Derivative         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 3 and 4)       8. Price of Derivative         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 3 and 4)       8. Price of Derivative         (Instr. 4)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 4)       101 privative         (Instr. 5)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 5)       (Instr. 5)         (Instr. 5)       (Month/Day/Year) <td>itle of ivative or ivative security       3. Transaction Date       3. Transaction Date       3. Transaction Date       5. Number of Derivative Securities       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities         security       Security       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       5. Number of Code       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities         security       Security       (Month/Day/Year)       (Month/Day/Year)       (Instr. 3)       8. Price of Derivative Securities         security       Security       (Instr. 3)       (Instr. 3)       9.       0       0         (Instr. 4)       0       (Instr. 3, 4, and 5)       0       0       0       0       0         nmmon       \$ 0.8291       08/29/2014       M       101 250       (2)       09/02/2014       Common       101 250       \$ 0.       0</td> <td>itle of ivative arity in the of ivative arity and the moment       3. Transaction Date (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Conversion or Exercise (Month/Day/Year)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Month/Day/Year)       8. Price of Derivative Securities (Month/Day/Year)       9. Number of (Do (Instr. 8))       6. Date Exercisable and Securities (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3) and 4)       8. Price of 9. Number of Outerlying Securities (Instr. 5)       9. Number of Derivative Securities (Instr. 3)       0. Ownership Form of OD (Instr. 3)         Security       Security       Securities       S. Number of (D) (Instr. 3, 4, and 5)       0. Date Expiration Date (Instr. 4)       7. Title and Amount (Instr. 3)       8. Price of 9. Number of Outerlying Securities       0. Ownership Form of Outerlying Securities         Nmmon       \$ 0.8291       0.8/29/2014       M       101 250       (2)       0.9/02/2014       S. Outerlying Securities       8. Price of 9. Number of Outerlying Securities       10. Ownership Securities         Nmmon       \$ 0.8291       0.8/29/2014       M       101 250       (2)       0.9/02/2014       Common       101 250       \$ 0.0       Deterlying Securities</td>	itle of ivative or ivative security       3. Transaction Date       3. Transaction Date       3. Transaction Date       5. Number of Derivative Securities       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities         security       Security       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       5. Number of Code       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities         security       Security       (Month/Day/Year)       (Month/Day/Year)       (Instr. 3)       8. Price of Derivative Securities         security       Security       (Instr. 3)       (Instr. 3)       9.       0       0         (Instr. 4)       0       (Instr. 3, 4, and 5)       0       0       0       0       0         nmmon       \$ 0.8291       08/29/2014       M       101 250       (2)       09/02/2014       Common       101 250       \$ 0.       0	itle of ivative arity in the of ivative arity and the moment       3. Transaction Date (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Conversion or Exercise (Month/Day/Year)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Month/Day/Year)       8. Price of Derivative Securities (Month/Day/Year)       9. Number of (Do (Instr. 8))       6. Date Exercisable and Securities (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3) and 4)       8. Price of 9. Number of Outerlying Securities (Instr. 5)       9. Number of Derivative Securities (Instr. 3)       0. Ownership Form of OD (Instr. 3)         Security       Security       Securities       S. Number of (D) (Instr. 3, 4, and 5)       0. Date Expiration Date (Instr. 4)       7. Title and Amount (Instr. 3)       8. Price of 9. Number of Outerlying Securities       0. Ownership Form of Outerlying Securities         Nmmon       \$ 0.8291       0.8/29/2014       M       101 250       (2)       0.9/02/2014       S. Outerlying Securities       8. Price of 9. Number of Outerlying Securities       10. Ownership Securities         Nmmon       \$ 0.8291       0.8/29/2014       M       101 250       (2)       0.9/02/2014       Common       101 250       \$ 0.0       Deterlying Securities

## **Reporting Owners**

Bernetter Ormen News (Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
HEILI WAYNE W. 10758 W. CENTENNIAL ROAD SUITE 200 LITTLETON, CO 80127	Х		President and CEO					

## **Signatures**

/s/ L. Charles Laursen, L Charles Laursen pursuant to Power of Attorney \*\*Signature of Reporting Person

08/29/2014 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) The options were priced in Canadian dollars. This is the U.S. dollar equivalent of the purchase price pursuant to the exchange rate as of the transaction date (Cdn \$ 1.00 = US\$0.9212) as reported by OANDA Corporation on its website, www.oanda.com

(2) Options vested from this grant and became exercisable as follows: 10,125 on September 2, 2009; 22,275 on January 17, 2010; 22,275 on June 3, 2010; 22,275 on October 18, 2010 and 24,300 on March 3, 2011.

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.