

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |  |  |  |  |  |  |  |  |
|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person<br>GOPLERUD PENNE A<br><small>(Last) (First) (Middle)</small><br>10758 WEST CENTENNIAL ROAD, SUITE 200<br><small>(Street)</small><br>LITTLETON, CO 80127<br><small>(City) (State) (Zip)</small> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br>UR-ENERGY INC [URG] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><small>Director 10% Owner</small><br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Gen. Counsel & Corp. Secretary |  |  |
| 3. Date of Earliest Transaction (Month/Day/Year)<br>01/26/2015  |  |  | 4. If Amendment, Date Original Filed (Month/Day/Year)              |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|---|-------|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) |   |  |   | Price |
| Common Shares                   | 01/26/2015                           |  | M                              |   | 8,737<br><small>(1)</small>                                       | A          | \$ 0.89<br><small>(3)</small>   | 57,816   | D   |       |
| Common Shares                   | 01/26/2015                           |  | F                              |   | 3,257<br><small>(1)</small>                                       | D          | \$ 0.89<br><small>(3)</small>   | 54,559   | D   |       |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|--------------------|---|--|--|--|--|-------|
|  |  |                                      |  | Code                           | V |   | Date Exercisable   | Expiration Date    |   |  |  |  |  | Title |
| Restricted Share Units                     | <small>(2)</small>                                     | 01/26/2015                           |  | M                              |   | 8,737   | <small>(1)</small>                                       | <small>(1)</small> | Common shares   | 8,737                                      | \$ 0   | 24,639   | D  |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| GOPLERUD PENNE A<br>10758 WEST CENTENNIAL ROAD, SUITE 200<br>LITTLETON, CO 80127 |               |           | Gen. Counsel & Corp. Secretary |       |

## Signatures

|   |  |            |      |
|---|--|------------|------|
| /s/ L. Charles Laursen, L Charles Laursen pursuant to Power of Attorney | <small>**Signature of Reporting Person</small> | 01/26/2015 | 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).

On December 27, 2013, the reporting person was granted 17,474 Restricted Share Units ("RSUs") vesting in two installments; 8,737 RSUs vesting on December 27, 2014 and (1) 8,737 RSUs vesting on December 27, 2015. Subsequently, the Compensation Committee made the determination to satisfy the awards vesting in 2014 by delivering common shares rather than cash.

(2) Each RSU entitles the holder to receive delivery of one common share upon satisfaction of RSU vesting period.

(3) The common shares are priced in US dollars.

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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