

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>SCHMITZ WILLIAM A</u> _____ (Last) (First) (Middle) <u>2000 TECHNOLOGY PARKWAY</u> _____ (Street) <u>NEWARK NY 14513</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ULTRALIFE BATTERIES INC [ULBI]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/21/2006</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/26/2006</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/21/2006		A		10,000	A	\$0	26,500	D	
Common Stock, \$.10 par value								300	I	By Spouse

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock (Right to Buy)	\$10.55	12/21/2006		A		15,000		12/21/2007	12/21/2013	Common Stock; \$.10 par value	15,000 ⁽¹⁾	\$0	15,000	D	

Explanation of Responses:

1. Vest as follows: 5,000 shares on 12/21/07; 5,000 shares on 12/21/08 and 5,000 shares on 12/21/09.

Remarks:

This Form 4 is being amended to reflect restricted stock awards reported on Table 1. These restricted stock awards were granted under the Issuer's Amended and Restated 2004 Long-Term Incentive Plan in transactions exempt under Rule 16b-3 and are subject to forfeiture if certain vesting conditions are not met.

/s/Peter F. Comerford; attorney-in-fact for William A. Schmitz 12/28/2006

** Signature of Reporting Person Date

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

* 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).

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

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 Number.