SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
HANNA PATRICK R JR	ULTRALIFE BATTERIES INC [ULBI]	

(Last)	(First)	(Middle)
2000 TECHNOLOGY PARKAWY		

2. Issuer: ULTRALIFE BATTERIES INC [ULBI]

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2006

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

VP Corporate Business Strategy

(Street)
NEWARK NY 14513

(City)	(State)	(Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)
12/26/2006

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		4,000	A	$0	6,000	D	

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	Amount or Number of Shares				
Stock Option (Right to Buy)	$10.55	12/21/2006		A		7,500		12/21/2007	12/21/2013	Common Stock; $.10 par value	7,500[1]	$0	7,500[2]	D	

Explanation of Responses:

1. This options vests as follows: 2,500 shares vest on 12/21/07; 2,500 shares vest on 12/21/08 and 2,500 shares vest on 12/21/09.

2. On 12/26/06 a duplicate Form 4 was filed inadvertently. The second filing should be ignored and not counted twice.

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 Patrick R. Hanna, Jr.   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.