

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* GRACE BROTHERS LTD (Last) (First) (Middle) 1560 SHERMAN AVE SUITE 900 (Street) EVANSTON IL 60201 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol ULTRALIFE BATTERIES INC [ULBI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/03/2006 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | 10/03/2006 | | P | | 200 | A | \$10.34 | 3,736,720 | D | |
| Common Stock | 10/03/2006 | | P | | 1,100 | A | \$10.35 | 3,737,820 | D | |
| Common Stock | 10/03/2006 | | P | | 1,100 | A | \$10.37 | 3,738,920 | D | |
| Common Stock | 10/03/2006 | | P | | 1,328 | A | \$10.39 | 3,740,248 | D | |
| Common Stock | 10/03/2006 | | P | | 1,000 | A | \$10.398 | 3,741,248 | D | |
| Common Stock | 10/03/2006 | | P | | 7,715 | A | \$10.4 | 3,748,963 | D | |
| Common Stock | 10/03/2006 | | P | | 700 | A | \$10.41 | 3,749,663 | D | |
| Common Stock | 10/03/2006 | | P | | 3,900 | A | \$10.42 | 3,753,563 | D | |
| Common Stock | 10/03/2006 | | P | | 100 | A | \$10.43 | 3,753,663 | D | |
| Common Stock | 10/03/2006 | | P | | 100 | A | \$10.44 | 3,753,763 | D | |
| Common Stock | 10/03/2006 | | P | | 900 | A | \$10.45 | 3,754,663 | D | |
| Common Stock | 10/03/2006 | | P | | 1,000 | A | \$10.469 | 3,755,663 | D | |
| Common Stock | 10/03/2006 | | P | | 300 | A | \$10.47 | 3,755,963 | D | |
| Common Stock | 10/03/2006 | | P | | 3,164 | A | \$10.48 | 3,759,127 | D | |
| Common Stock | 10/03/2006 | | P | | 3,600 | A | \$10.49 | 3,762,727 | D | |
| Common Stock | 10/03/2006 | | P | | 4,600 | A | \$10.5 | 3,767,327 | D | |
| Common Stock | 10/03/2006 | | P | | 12,600 | A | \$10.51 | 3,779,927 | D | |
| Common Stock | 10/03/2006 | | P | | 925 | A | \$10.55 | 3,780,852 | 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) | | 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) | | | | | |

Explanation of Responses:

Bradford T. Whitmore, General Partner 10/05/2006

** 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.