

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>GRACE BROTHERS LTD</u> (Last) (First) (Middle) <u>1560 SHERMAN AVE SUITE 900</u> (Street) <u>EVANSTON IL 60201</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2005</u>	
		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	09/26/2005		P		2,100	A	\$10.28	1,908,844	D	
Common Stock	09/26/2005		P		900	A	\$10.29	1,909,744	D	
Common Stock	09/26/2005		P		50,600	A	\$10.3	1,960,344	D	
Common Stock	09/26/2005		P		200	A	\$10.31	1,960,544	D	
Common Stock	09/26/2005		P		1,700	A	\$10.32	1,962,244	D	
Common Stock	09/26/2005		P		6,400	A	\$10.33	1,968,644	D	
Common Stock	09/26/2005		P		5,800	A	\$10.34	1,974,444	D	
Common Stock	09/26/2005		P		34,160	A	\$10.35	2,008,604	D	
Common Stock	09/26/2005		P		11,000	A	\$10.36	2,019,604	D	
Common Stock	09/26/2005		P		15,400	A	\$10.37	2,035,004	D	
Common Stock	09/26/2005		P		14,400	A	\$10.38	2,049,404	D	
Common Stock	09/26/2005		P		6,601	A	\$10.39	2,056,005	D	
Common Stock	09/26/2005		P		16,900	A	\$10.4	2,072,905	D	
Common Stock	09/26/2005		P		500	A	\$10.45	2,073,405	D	
Common Stock	09/26/2005		P		1,000	A	\$10.49	2,074,405	D	
Common Stock	09/26/2005		P		2,000	A	\$10.5	2,076,405	D	
Common Stock	09/26/2005		P		674	A	\$10.54	2,077,079	D	
Common Stock	09/26/2005		P		800	A	\$10.56	2,077,879	D	
Common Stock	09/26/2005		P		1,165	A	\$10.57	2,079,044	D	
Common Stock	09/26/2005		P		1,341	A	\$10.58	2,080,385	D	
Common Stock	09/26/2005		P		1,000	A	\$10.59	2,081,385	D	
Common Stock	09/26/2005		P		9,920	A	\$10.6	2,091,305	D	
Common Stock	09/26/2005		P		200	A	\$10.63	2,091,505	D	
Common Stock	09/26/2005		P		48	A	\$10.64	2,091,553	D	
Common Stock	09/26/2005		P		8,946	A	\$10.65	2,100,499	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Number of 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 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)	
1. Title of Derivative Security (Instr. 3) Explanation of Responses:	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 Derivative Securities Bradford T. Whitmore, General Partner ** Signature of Reporting Person	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)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							Amount or Number of Shares				
* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).							Amount or Number of Shares				
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).							Amount or Number of Shares				
Note: File three copies of this Form, one of which must be manually signed. If state securities laws apply, file an additional copy with the appropriate state securities authority on or before the date of filing this Form.							Amount or Number of Shares				

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.