

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* <u>NAIGLE NANCY C</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 Officer (give title below) Other (specify below) <u>VP of Sales & Marketing</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2005</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 Stock; \$.10 par value | 03/01/2005 | | M | | 5,000 | A | \$7.25 | 7,000 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | S | | 5,000 | D | \$16.95 | 2,000 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | M | | 1,000 | A | \$4.15 | 3,000 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | S | | 1,000 | D | \$16.95 | 2,000 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | M | | 1,000 | A | \$4.15 | 3,000 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | S | | 1,000 | D | \$16.98 | 2,000 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | M | | 500 | A | \$10 | 2,500 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | S | | 500 | D | \$16.98 | 2,000 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | M | | 500 | A | \$12.38 | 2,500 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | S | | 500 | D | \$16.98 | 2,000 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | M | | 500 | A | \$10.17 | 2,500 | D | |
| Common Stock; \$.10 par value | 03/01/2005 | | S | | 500 | D | \$16.98 | 2,000 | 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 | | | | | |
| Stock Option (Right to Buy) | \$7.25 | 03/01/2005 | | M | | | 5,000 | 01/08/2005 | 01/08/2007 | Common Stock, \$.10 par value | \$0 | 5,000 ⁽¹⁾ | D | |
| Stock Option (Right to Buy) | \$4.15 | 03/01/2005 | | M | | | 2,000 | 11/16/2004 | 11/16/2007 | Common Stock, \$.10 par value | \$0 | 4,000 ⁽²⁾ | D | |
| Stock Option (Right to Buy) | \$10 | 03/01/2005 | | M | | | 500 | 06/30/2004 | 06/30/2010 | Common Stock, \$.10 par value | \$0 | 500 ⁽³⁾ | D | |
| Stock Option (Right to Buy) | \$12.38 | 03/01/2005 | | M | | | 500 | 12/31/2004 | 12/31/2010 | Common Stock, \$.10 par value | \$0 | 500 ⁽⁴⁾ | 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 |
| Stock Option (Right to Buy) | \$10.17 | 03/01/2005 | | M | | | 500 | 09/30/2004 | 09/30/2011 | Common Stock, \$.10 par value | 500 | \$0 | 1,000 ⁽⁵⁾ | D | |

Explanation of Responses:

- This option vests as follows: 5,000 shares on 1/8/06
- This option vests as follows: 2,000 shares on 11/16/05 and 2,000 shares on 11/16/06
- This option vests as follows: 500 shares on 6/30/05
- This option vests as follows: 500 shares on 12/31/05
- This option vests as follows: 500 shares on 9/30/05 and 500 shares on 9/30/06

Remarks:

Peter F. Comerford by 03/03/2005
Authority of Nancy C. Naigle

** 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.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Peter F. Comerford and Robert W. Fishback, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file any and all Forms including without limitation Forms 4 and 5 (including any amendments thereto) with respect to the securities of Ultralife Batteries, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned's representative and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor either of such attorneys-in fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act;

and (4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation, the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney. This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 24th day of January, 2005.

/s/ Nancy Naigle
Signature

Nancy Naigle
Print Name

STATE OF NEW YORK)ss:
COUNTY OF WAYNE)

On this 24th day of January 2005, before me personally came Nancy Naigle to me known and known to me to be the individual described in, and who executed the foregoing instrument, and the above-named person acknowledged to me that said person executed the same.

/s/ Donna M. Laurenza
Notary Public
State of New York