

Brown Cary D
Form 4
February 21, 2012

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Cary D

2. Issuer Name and Ticker or Trading Symbol
LEGACY RESERVES LP [LGCY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
303 W. WALL STREET, SUITE 1400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

MIDLAND, TX 79701

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Units representing limited partner interests	02/18/2012		M		14,479	A	\$ 0 ⁽¹⁾ 968,744
Units representing limited partner interests	02/18/2012		D		14,479	D	\$ 29.67 ⁽²⁾ 954,265
Units representing						I	4,425,080 See footnote

limited
partner
interests

(3) (4)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Phantom Units	(1)	02/18/2012		M	14,479	(5)(6)	(5)(6)	Units	14,479	\$ 0 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Cary D 303 W. WALL STREET, SUITE 1400 MIDLAND, TX 79701	X	X	Chairman and CEO	

Signatures

/s/ Cary D.
Brown 02/21/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each phantom unit represents the economic equivalent of a unit representing a limited partner interest in Legacy Reserves LP.
- (2) Reflects the closing price of the units on February 17, 2012.
- (3)

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The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these units in this report shall not be deemed an admission of beneficial ownership of all of the reported units for the purposes of Section 16 or for any other purpose.

- (4) Includes 4,301,408 units held by Moriah Properties, Ltd. ("Moriah Properties"), 33,672 units owned by Moriah Resources, Inc. ("Moriah Resources") and 90,000 units held by Moriah Realty Partners, LLC ("Moriah Realty"). Moriah Properties, Moriah Resources and Moriah Realty are entities owned and controlled by Mr. Dale A. Brown and Mr. Cary D. Brown.
- (5) Phantom units vest annually in one-third increments on February 18th of each applicable year and are payable in cash or, at the discretion of the compensation committee of the board of directors of the general partner of the Issuer, in units.
- (6) Pursuant to the achievement of certain objective, performance-based criteria, 2,780 phantom units and 2,172 phantom units, or 32.27% each of the phantom units eligible to vest for the year ended December 31, 2011, granted on February 18, 2010 and February 18, 2011, respectively, vested. Accordingly, the remaining aggregate 10,395 phantom units eligible to vest during 2012 with respect to the February 18, 2010 and February 18, 2011 phantom unit grants did not vest and were forfeited. Additionally, 5,398 phantom units (the second tranche of the 2010 subjective phantom unit grant) and 4,129 phantom units (the first tranche of the 2011 subjective phantom unit grant), vested.
- (7) Includes the remaining 14,013 phantom units, 21,717 phantom units and 33,915 phantom units from the phantom units granted on February 18, 2010, February 18, 2011 and February 2, 2012, respectively.

Remarks:

Chairman and Chief Executive Officer of Legacy Reserves GP, LLC, the general partner of Legacy Reserves LP.

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

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