Brown Cary D Form 4 December 17, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

OMB Number: 3235-0287

OMB APPROVAL

Washington, D.C. 20549

Expires: January 31, 2005

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

See Instruction

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

1(b).

interests

(Print or Type Responses)

1. Name and Addre Brown Cary D	ess of Reporti	ng Person *	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)	3. Date of Earliest Transaction	(encer an applicable)			
			(Month/Day/Year)	X DirectorX 10% Owner			
303 W. WALL STREET, SUITE 1400		SUITE	12/15/2009	X_ Officer (give title Other (specify below) Chairman and CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MIDLAND, T	X 79701		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Zi	p) Table I	- Non-Der	ivative Secu	ırities	Acquir	red, Disposed of,	or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Units representing limited	12/15/2009		Code V J <u>(1)</u>	Amount 358,933	or (D)	Price	(Instr. 3 and 4) 954,265	D	
partner interests Units									Saa
representing limited partner	12/15/2009		<u>J(1)</u>	717,865	D	\$0	4,425,080	I	See footnotes (2) (3)

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Montal Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underl Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

Signatures

/s/ Steven H. Pruett, as attorney-in-fact for Cary D. 12/17/2009 Brown

Date

Signature of Reporting Person **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).

Reflects the pro rata distribution, not for value, of units representing limited partner interests in Legacy Reserves LP to the partners of

- (1) MBN Properties LP and their respective equity holders. Mr. Cary D. Brown's beneficial ownership in 358,933 units changed from indirect to direct. In prior reports, the reporting person reported indirect beneficial ownership of these units.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interests therein, and the (2) inclusion of these units in this report shall not be deemed an admission of beneficial ownership of all of the reported units for purposes of Section 16 or for any other purpose.
- Includes 4,391,408 units held by Moriah Properties, Ltd. ("Moriah Properties") and 33,672 units owned by Moriah Resources, Inc. ("Moriah Resources"). Moriah Properties and Moriah Resources are entities owned and controlled by Mr. Dale A. Brown and Mr. Cary D. Brown.

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.