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Brown Cary D Form 4											
February 22, 2	011										
FORM	4								OMB AF	PPROVAL	
Washington,					S AND EXCHANGE COMMISSION on, D.C. 20549					3235-0287	
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed pursu section 17(a)	Washington, D.C. 20549Number:F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:Estimated a burden hou responseEstimated a burden hou responseSection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940									
(Print or Type Rea	sponses)										
1. Name and Address of Reporting Person <u>*</u> Brown Cary D							5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mi	ddle)	3. Date of Earliest Transaction (Che					(Check	ck all applicable)		
303 W. WALL STREET, SUITE 1400			02/10/2011				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Chairman and CEO				
	(Street)		4. If Amend		Original			5. Individual or Joi	nt/Group Filir	g(Check	
MIDLAND, 7	FX 79701		Filed(Month/	'Day/Year)			-	Applicable Line) _X_ Form filed by O Form filed by M Person			
(City)	(State) (Z	iip)	Table I	- Non-Der	ivative Sec	curitie	s Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				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)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(1115411-1)		
Units representing limited partner interests	02/18/2011			М	14,014	А	\$ 0 (1)	968,279	D		
Units representing limited partner interests	02/18/2011			D	14,014	D	\$ 30.4 (2)	954,265	D		
Units representing								4,425,080	Ι	See footnotes	

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

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 control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	02/18/2011		М		14,014	(5)(7)	(5)(7)	Units	14,014
Phantom Units	(1)	02/18/2011		А	12,385		(5)	02/18/2014	Units	12,385
Phantom Units	<u>(1)</u>	02/18/2011		А	20,192		(5)(6)	02/18/2014	Units	20,192

Reporting Owners

Reporting Own	Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other				
Brown Cary D 303 W. WALL STREET, SUITE 1400 MIDLAND, TX 79701		Х	Х	Chairman and CEO				
Signatures								
/s/ Cary D. Brown	02/22/2011							
<u>**</u> 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).

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- (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 18, 2011.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (3) 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.

Includes 4,391,408 units held by Moriah Properties, Ltd. ("Moriah Properties") and 33,672 units owned by Moriah Resources, Inc.
(4) ("Moriah Resources"). Moriah Properties and Moriah Resources are entities owned and controlled by Mr. Dale A. Brown and Mr. Cary D. Brown.

(5) Phantom units vest annually in one-third increments beginning on the first anniversary of their respective grant dates 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.

The number of phantom units that vest each year for the three-year vesting period is subject to the achievement of certain objective, performance-based criteria during the fiscal year prior to the applicable vesting date. If none or only a portion of phantom units of a

- (6) performance-based effecting during the fiscal year prior to the applicable vesting date. In hole of only a portion of plantom units of a particular tranche vest as a result of target performance levels not being met, such number of phantom units that fail to vest will be forfeited.
- Pursuant to the achievement of certain objective, performance-based criteria, 8,616 phantom units, 100% of the phantom units eligible to vest for the year ended December 31, 2010, granted on February 18, 2010, vested.
- (8) Includes the remaining 3,920 phantom units and 28,027 phantom units, subject to vesting, granted on January 29, 2009 and February 18, 2010, 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. 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.