Edgar Filing: LeRoy Dan G. - Form 4

Form 4	G.								
March 11, 2									
FORM	UNITED	STATES		RITIES Anshington			COMMISSION	-	PPROVAL 3235-0287
Check this box if no longer subject to Section 16. SECURITIES Expires Expires Expires						Estimated burden hou response	urs per		
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> LeRoy Dan G.			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, SUITE 1400			3. Date of Earliest Transaction (Month/Day/Year) 03/07/2013			Director 10% Owner X Officer (give title 0ther (specify below) below) VP, GC and Secretary			
(Street) MIDLAND, TX 79701			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of. or Beneficia	llv Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	ies (A) or of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation cont ed to resp lys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Amount of	Derivat
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Underlying	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Securiti (Instr. 3		(Instr. 5	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	03/07/2013		А	2,663		(2)	02/18/2016	Units	2,663	\$ 0 <u>(</u>
Phantom Units	<u>(1)</u>	03/07/2013		А	4,401		(2)(3)	02/18/2016	Units	4,401	\$ 0 <u>(</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LeRoy Dan G. 303 W. WALL, SUITE 1400 MIDLAND, TX 79701			VP, GC and Secretary				
Signatures							
/c/ Don C							

LeRoy	03/11/2013			
**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) The phantom units reported on this Form 4 vest annually in one-third increments beginning on February 18, 2014 and are payable in units or, at the discretion of the compensation committee of the board of directors of the general partner of the Issuer, in cash.

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

(3) performance-based criteria during the fiscal year prior to the appreade vesting date. If none of only a portion of phantom 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.

Remarks:

Vice President, General Counsel and Secretary 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.