Brown Dale A Form 4 February 14, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

Check this box

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

burden hours per response...

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* Brown Dale A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LEGACY RESERVES LP [LGCY]

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/03/2011

X\_ Director X 10% Owner \_ Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

I

303 W. WALL STREET, SUITE 1400

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

MIDLAND, TX 79701

	14010				· • • • • • • • • • • • • • • • • • • •	01 201101101111	.,
2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acquired	5. Amount of	6.	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed of (D)	Securities	Ownership	Indirect
	any	Code	(Instr. 3, 4	and 5)	Beneficially	Form:	Beneficial
	(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(4)	Reported	(I)	
					Transaction(s)	(Instr. 4)	
		Code V	Amount		(Instr. 3 and 4)		
		2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code	2. Transaction Date (Month/Day/Year)  2A. Deemed 3. 4. Securitie Transaction(A) or Disp Code (Instr. 3, 4 (Instr. 8)	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or	2. Transaction Date (Month/Day/Year)    2. Transaction Date (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Instr. 8)    (A)     (A)     (A)     (A)     (Code (Instr. 3, 4 and 5)    (A)     (A)     (Code (Instr. 3)    (A)     (Code (A)    (Cod	(Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect  (A) Or (Instr. 3 and 4)  (Instr. 3 and 4)

Units

representing

01/03/2011 limited V 175,000 D D \$0 387,567

partner interests

Units

representing limited 4,967,361 partner

See footnotes (1) (2) (3)

interests

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

#### Edgar Filing: Brown Dale A - Form 4

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
Brown Dale A 303 W. WALL STREET, SUITE 1400 MIDLAND, TX 79701	X	X				

# **Signatures**

/s/ Steven H. Pruett, as attorney-in-fact for Dale A. Brown

02/14/2011 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).
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

  (1) 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.
- (2) ("Moriah Resources"). Moriah Properties and Moriah Resources are entities owned and controlled by Mr. Dale A. Brown and Mr. Cary D. Brown.
- (3) Includes 542,281 units owned by DAB Resources, Ltd., an entity partially owned by Mr. Dale A. Brown.

#### **Remarks:**

Reporting Owners 2

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Director 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.