### Edgar Filing: LEGACY RESERVES LP - Form 4

Check this box if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES SECURITIES	February 20, 20 FORM Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations	4 UNITED		Washi		) EXCH				OMB AF	PROVAL		
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB       3235-024         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       Stimated aurage burden hours per response       Expires:       3200         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Filed pursuant to Section 16(a) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Image: Securities Securitie	FORM Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations	4 UNITED		Washi		) EXCH				OMB AF	PROVAL		
CORNU 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549OMB Number:3235-024Check 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 SECURITIESOMB Number: 2003235-024Filed 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 1940OMB Number: 2003235-024Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940Section 17(a)Section 17(a)	Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations	box STATE		Washi		) EXCH				OMB AF	PROVAL		
Washington, D.C. 20549Number:3235-024Check 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 SECURITIESNumber:January 3 200Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1935 or Section 1(b).State average 200	if no longer subject to Section 16. Form 4 or Form 5 obligations	box • <b>STATE</b> N		Washi			FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION						
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Form 5 obligations may continue. See Instruction 1(b). 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	Form 5 obligations						SECURITIES						
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<i>See</i> Instruction 1(b). 30(h) of the Investment Company Act of 1940		Section 17						•		L			
1(b).		ue.			•								
(Print or Type Responses)													
(Print or Type Responses)		,											
	(Print or Type Res	sponses)											
1. Name and Address of Reporting Person <sup>*</sup> _ 2. Issuer Name <b>and</b> Ticker or Trading 5. Relationship of Reporting Person(s) to	1. Name and Address of Reporting Person <u>*</u> Foster Micah C.			2. Issuer Name <b>and</b> Ticker or Trading					5. Relationship of Reporting Person(s) to				
				C C					Issuer				
LEGACY RESERVES LP [LGCY] (Check all applicable)									(Check all applicable)				
(Last) (First) (Middle) 3. Date of Earliest Transaction	(Last)	(First) (	(Middle)							n un upprieucie)			
(Month/Day/Year) Director 10% Owner				•	/Ionth/Day/Year)								
303 W. WALL, SUITE 1800 02/18/2015 <u></u>				02/18/2015					below) below)				
CAO and Controller									CAO	and Controller			
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check	(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year) Applicable Line)				Filed(Month/I	Day/Year)				· · ·	na Danastina Da			
MIDLAND, TX 79701 Form filed by More than One Reporting Form filed by More than One Reporting Parson		TX 79701											
Person	WIIDLAND, I	IX / ) / 01							Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	(City)	(State)	(Zip)	Table I	- Non-Deri	vative Sec	uritie	s Acqu	iired, Disposed of,	or Beneficial	y Owned		
									5. Amount of		7. Nature of		
Security(Month/Day/Year)Execution Date, if anyTransactionAcquired (A) or Disposed of (D)SecuritiesOwnershipIndirect(Instr. 3)anyCodeDisposed of (D)BeneficiallyForm: DirectBeneficial	•	(Month/Day/Ye								-			
	(1130.3)		•							Ownership			
Following Indirect (I) (Instr. 4) Reported (Instr. 4)											(Instr. 4)		
(A) Transaction(s)										(Instr. 4)			
Code V Amount (D) Price (Instr. 3 and 4)					Code V	Amount		Price	(Instr. 3 and 4)				
Units	Units						(-)						
representing $100/18/2015$ $14.020(2)$ D	· ·							\$ 0					
limited $02/18/2015$ M 695 A (1) 14,929 (2) D	1	02/18/2015			М	695	А	(1)	14,929 <u>(2)</u>	D			
partner — interests													

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.

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# 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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title Amount Underly Securiti (Instr. 3	t of ring es	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/18/2015		М	695	(3)(4)	(3)(4)	Units	695	\$ 0 <u>(1)</u>

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Foster Micah C. 303 W. WALL, SUITE 1800 MIDLAND, TX 79701			CAO and Controller					

# Signatures

/s/ Micah C. Foster <u>\*\*Signature of</u> 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) Includes 6,000 restricted units that vest on May 19, 2017.

Phantom units granted prior to March 3, 2014 vest annually in one-third increments on February 18th of each applicable year and are payable in units. Phantom units granted on or after March 3, 2014 vest on February 18th in the third year after grant and are payable in units.

Pursuant to the achievement of certain objective, performance-based criteria, none of the phantom units eligible to vest for the year ended
(4) December 31, 2014, granted on March 7, 2013, vested and therefore 1,148 phantom units were forfeited. With respect to the subjective phantom unit grants, 695 phantom units (the second tranche of the 2013 subjective phantom unit grant), vested.

(5) Includes the remaining 1,842 phantom units and 9,351 phantom units from the phantom units granted on March 7, 2013 and March 3, 2014, respectively.

#### **Remarks:**

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Chief Accounting Officer and Controller 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.