Brown Cary D Form 4 February 21, 2018

# FORM 4

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

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

interests

(Print or Type Responses)

1. Name and Add Brown Cary D	Symbol	2. Issuer Name and Ticker or Trading Symbol LEGACY RESERVES LP [LGCY]			Is	5. Relationship of Reporting Person(s) to Issuer					
(Last) 303 W. WAL	(First) (Midd	(Month/Day	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2018			_	(Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specify				
1800	(Street)		4. If Amendment, Date Original				below)  6. Individual or Joint/Group Filing(Check				
MIDLAND, T	Filed(Month	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Zip	Table	I - Non-Der	rivative Secu	ırities		red, Disposed of,	or Beneficial	ly 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. Securitie or(A) or Disp (Instr. 3, 4	oosed of and 5)  (A) or	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Units representing limited partner interests	02/18/2018		M	Amount 143,822	(D)	\$ 0 (1)	296,547	D			
Units representing limited partner							3,606,565	I	See footnote (3) (4) (2)		

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ve Expiration Date s (Month/Day/Year) l (A) or l of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/18/2018		M		143,822	(5)(6)	(5)(6)	Units	143,822	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brown Cary D 303 W. WALL STREET, SUITE 1800 MIDLAND, TX 79701	X						

### **Signatures**

/s/ Dan G. LeRoy, as attorney-in-fact for Cary D. Brown

02/21/2018

\*\*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.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (2) inclusion of these units in this report shall not be deemed an admission of beneficial ownership of all the reported units for the purposes of Section 16 or for any other purpose.
- (3) Includes Mr. Brown's pecuniary interest in 406,827 units held by DAB Family Properties, Ltd., an entity partially owned by Brown Heirs 2012 Trust, of which Mr. Brown is a beneficiary.
- (4) Includes 3,199,738 units held by Cary and Jill Brown Family Partners Ltd.
- (5) Phantom units granted on or after February 24, 2015 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

(6) December 31, 2017, granted on February 24, 2015, vested and therefore 109,578 phantom units were forfeited. With respect to the subjective phantom unit grants, 143,822 phantom units vested.

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#### **Remarks:**

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.