

McGraw Kyle A  
Form 4  
February 21, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McGraw Kyle A

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 STREET, SUITE 1800

3. Date of Earliest Transaction (Month/Day/Year)  
02/18/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP and CDO

(Street)  
MIDLAND, TX 79701

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Units representing limited partner interests	02/18/2018		M		50,690	A	\$ 0 (1)
Units representing limited partner interests	02/18/2018		F		21,683	D	\$ 2.29 (2)
Units representing					1,020,060	I	See footnotes



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

- (4) Includes 1,020,060 units owned by Kyle A. McGraw Family Holdings, Ltd., an entity partially owned by Mr. McGraw.
- (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 38,620 phantom units were forfeited. With respect to the subjective phantom unit grants, 50,690 phantom units vested.
- (7) Includes the remaining 54,783 phantom units and 55,507 phantom units from the phantom units granted on June 22, 2016 and March 1, 2017, respectively.

### **Remarks:**

Director, Executive Vice President and Chief Development Officer of Legacy Reserves GP, LLC, the general partner of Legacy

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.