

McGraw Kyle A
Form 4
February 13, 2009

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

303 W. WALL STREET, SUITE 1400

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LEGACY RESERVES LP [LGCY]

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

02/13/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP of Bus Dev and Land

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Units representing limited partner interests | 02/13/2009 | | M | 1,867 A | 1,867 | D | |
| Units representing limited partner interests | 02/13/2009 | | D | 1,867 D | \$ 12.13 0 | D | |
| Units representing | | | | | 1,020,059 | 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.

- (3) Mr. McGraw is deemed to beneficially own 147,951 units held by Kyle A. McGraw Family Holdings, Ltd.
- (4) Mr. McGraw currently has a pecuniary interest in 872,108 units through his interest in Brothers Production Properties Ltd. ("Brothers Properties"), Brothers Production Company, Inc. ("Brothers Production") and Brothers Operating Company, Inc. ("Brothers Operating").
- (5) Brothers Properties directly owns 2,356,199 units and indirectly beneficially owns 392,037 units through its interest in MBN Properties LP ("MBN Properties"), which holds 2,642,438 units.
- (6) Brothers Production directly owns 167,989 units and indirectly beneficially owns an additional 10,077 units through its interest in MBN Properties.
- (7) Brothers Operating directly owns 31,897 units and indirectly beneficially owns an additional 4,079 units through its interest in MBN Properties.
- (8) Brothers Production, in its capacity as the general partner of Brothers Properties, is deemed to beneficially own the 2,356,199 units held by Brothers Properties.
- (9) Phantom units vest annually in one-third increments beginning on the first anniversary of their respective grant dates and are payable in cash or, at the discretion of the compensation committee of the board of directors of the general partner of the Issuer, in units.
- (10) Includes the remaining 3,733 phantom units from the phantom units granted on February 4, 2008, and 9,800 phantom units granted on January 29, 2009.

Remarks:

Director and Executive Vice President of Business Development and Land of Legacy Reserves GP, LLC, the general partner of

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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