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Form 4										
February 03, 201									PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSION	N OMB Number:	3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: Estimated burden hou response	urs per	
Form 5 obligations may continue.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 19401(b).										
(Print or Type Respo	onses)									
McGraw Kyle A Sym			Symbol	er Name and		-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	LEGACY RESERVES LP [LGCY] 3. Date of Earliest Transaction (Che		ck all applicable)					
(Month/I			02/2012 <u></u> Office			below)	r 10% Owner (give title Other (specify below) P of Bus Dev and Land			
			l(Month/Day/Year) Applicable Line) _X_ Form filed by			oint/Group Filing(Check One Reporting Person				
MIDLAND, TX	X 79701						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Report o	n a separate line	e for each cla	ass of sec	urities bene	ficially own	ned directly o	or indirectly.			
							pond to the colle ained in this form		SEC 1474 (9-02)	

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Amount of	Derivat
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Underlying	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	r) (Instr. 8)	Acquired (A) or Disposed o (D) (Instr. 3, 4 and 5)			Securiti (Instr. 3		(Instr. 5
			Code V	(A) ((D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/02/2012	А	3,745	(2)	02/18/2015	Units	3,745	\$ 0 <u>(</u>
Phantom Units	<u>(1)</u>	02/02/2012	А	6,943	(2)(3)	02/18/2015	Units	6,943	\$ 0 <u>(</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
McGraw Kyle A 303 W. WALL STREET, SUITE 1400 MIDLAND, TX 79701	Х		EVP of Bus Dev and Land				
Clanaturaa							

Signatures

/s/ Kyle A. McGraw	02/03/2012			
<u>**</u> 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.
- (2) The phantom units reported on this Form 4 vest annually in one-third increments beginning on February 18, 2013 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.

The number of phantom units that vest each year for the three-year vesting period is subject to the achievement of certain objective, performance-based criteria during the fiscal year prior to the applicable vesting date. If none or only a portion of phantom units of a

- (3) performance-based effecting during the fiscal year prior to the appreaded vesting due. If hole of only a portion of phantom units of a particular tranche vest as a result of target performance levels not being met, such number of phantom units that fail to vest will be forfeited.
- (4) Includes the remaining 10,133 phantom units, 10,829 phantom units and 10,688 phantom units from the phantom units granted on February 18, 2010, February 18, 2011 and February 2, 2012, respectively.

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. 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.

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