

McGraw Kyle A  
Form 4  
February 21, 2012

# FORM 4

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

OMB APPROVAL

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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 1400

3. Date of Earliest Transaction (Month/Day/Year)  
02/18/2012

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

EVP of Bus Dev and Land

(Street)

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

MIDLAND, TX 79701

(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 Indirect Ownership (Instr. 4)
Units representing limited partner interests	02/18/2012		M	5,052 A	\$ 0 <sup>(1)</sup> 5,052	D	
Units representing limited partner interests	02/18/2012		D	5,052 D	\$ 29.67 <sub>(2)</sub> 0	D	
Units representing					1,020,060	I	See footnotes



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- (3) 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 374,386 units owned by Kyle A. McGraw Family Holdings, Ltd., an entity partially owned by Mr. McGraw.
- Mr. McGraw currently has a pecuniary interest in 645,674 units through his indirect interest in Brothers Production Properties, Ltd. ("Brothers Properties"), Brothers Production Company, Inc. ("Brothers Production") and Brothers Operating Company, Inc. ("Brothers Operating").
- (6) Brothers Properties directly owns 2,356,199 units.
- (7) Brothers Production directly owns 190,521 units.
- (8) Brothers Operating directly owns 35,976 units.
- (9) Phantom units vest annually in one-third increments on February 18th of each applicable year 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.
- Pursuant to the achievement of certain objective, performance-based criteria, 1,005 phantom units and 722 phantom units, or 32.27% each of the phantom units eligible to vest for the year ended December 31, 2011, granted on February 18, 2010 and February 18, 2011, respectively, vested. Accordingly, the remaining aggregate 3,625 phantom units eligible to vest during 2012 with respect to the February 18, 2010 and February 18, 2011 phantom unit grants did not vest and were forfeited. Additionally, 1,952 phantom units (the second tranche of the 2010 subjective phantom unit grant) and 1,373 phantom units (the first tranche of the 2011 subjective phantom unit grant), vested.
- (11) Includes the remaining 5,066 phantom units, 7,219 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.

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