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Brown Cary Form 4										
February 06 FORN Check t if no lor subject Section Form 4	A 4 UNITED his box hger to 16.	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						N OMB Number: Expires: Estimated burden hou	Number: 3235-028 Expires: January 31 2005 Estimated average burden hours per	
Form 4 or Form 5 obligations may continue.responseSee Instruction 1(b).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								. 0.5		
(Print or Type 1. Name and Brown Car	Address of Reporting		Symbol	er Name and CY RESE		Trading P [LGCY]	Issuer	of Reporting Per eck all applicabl		
(Last) (First) (Middle) 303 W. WALL STREET, SUITE 1400			3. Date of Earliest Transaction(Month/Day/Year)02/04/2008			X DirectorX 10% Owner X Officer (give title Other (specify below) below) Chairman and CEO				
			l(Month/Day/Year) Appli _X_F F			Applicable Line) _X_ Form filed by	Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
Reminder: Re	port on a separate line	e for each cla	uss of sec	Code V urities benef		(D) Price	(Instr. 3 and 4) or indirectly.			
							spond to the colle tained in this form		SEC 1474 (9-02)	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	Transaction	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/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Securities (Instr. 3 and 4)		(Instr. 5	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/04/2008	А	6,720		(2)	02/04/2011	Units	6,720	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brown Cary D 303 W. WALL STREET, SUITE 1400 MIDLAND, TX 79701	Х	Х	Chairman and CEO				
Signatures							
lol Com. D							

/s/ Cary D. Brown	02/06/2008			
<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.
- (2) Phantom units vest annually in one-third increments beginning on the first anniversary of the grant date 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.

Remarks:

Chairman and Chief Executive Officer 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.