Pruett Steven H Form 4 January 29, 2009

## FORM 4

Form 5

1(b).

(Last)

(City)

(Instr. 3)

obligations

may continue.

See Instruction

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

(Middle)

(Zip)

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

#### **OMB APPROVAL**

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \* Pruett Steven H

2. Issuer Name and Ticker or Trading Symbol

LEGACY RESERVES LP [LGCY]

5. Relationship of Reporting Person(s) to

Issuer

(First)

3. Date of Earliest Transaction

(Check all applicable)

303 W. WALL STREET, SUITE

(Street)

(Month/Day/Year)

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

01/29/2009

below) President, CFO and Secretary

1400

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

MIDLAND, TX 79701

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A)

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

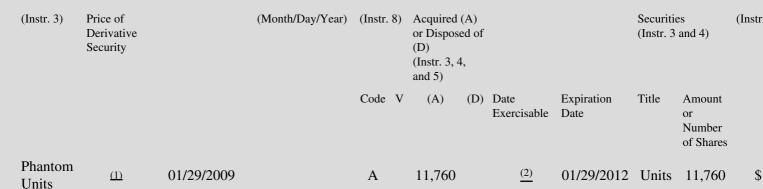
Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 of	6. Date Exercisable and	7. Title and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Amount of
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Underlying

8. Pri Deriv Secui

#### Edgar Filing: Pruett Steven H - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting of marinimore remained	Director	10% Owner	Officer	Other		
Pruett Steven H			President,			
303 W. WALL STREET, SUITE 1400			CFO and			
MIDLAND, TX 79701			Secretary			

# **Signatures**

Reporting Person

/s/ Steven H.
Pruett

\*\*Signature of 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.
- 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:**

President, Chief Financial Officer and Secretary 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.

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