

Pruett Steven H  
 Form 4  
 February 13, 2009

**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 \*  
 Pruett Steven H

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, CFO and Secretary

MIDLAND, TX 79701

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Units representing limited partner interests | 02/13/2009                           |  | M                              |   | 2,240   | A  | \$ 0 <sup>(1)</sup>               |
| Units representing limited partner interests | 02/13/2009                           |  | D                              |   | 2,240   | D  | \$ 12.13                          |
| Units representing                           |                                      |  |                                |   | 296,935   | I  | See footnotes                     |

limited  
partner  
interests

(2) (3)

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

**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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |                            |          |
|--|--|--------------------------------------|--|---------------------|---|--|---|--|----------------------------|----------|
|  |  |                                      |  |                     |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |          |
|  |  |                                      |  |                     |   | Code   | V   | (A)  | (D)                        |          |
| Phantom Units                              | (1)  | 02/13/2009                           |  | M                   | 2,240   | (4)  | (4)   | Units                                      | 2,240                      | \$ 0 (1) |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

Pruett Steven H  
303 W. WALL STREET, SUITE 1400  
MIDLAND, TX 79701

President,  
CFO and  
Secretary

## Signatures

/s/ Steven H.  
Pruett      02/13/2009

\*\*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) Includes 48,476 units held by SHP Capital LP. Mr. Pruett is deemed to beneficially own the units held by SHP Capital LP.

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- Mr. Pruett indirectly beneficially owns 248,459 units through his indirect interest in MBN Properties LP, which holds 2,642,438 units.
- (3) This assumes that the 2,642,438 units held by MBN Properties LP will be distributed pro rata to the partners of MBN Properties LP and that Newstone Group Partners will further distribute the units it receives pro rata to its partners.
  - (4) 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.
  - (5) Includes the remaining 4,480 phantom units from the phantom units granted on February 4, 2008, and 11,760 phantom units granted on January 29, 2009.

### **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.

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