

Lawrence James R
 Form 4
 June 09, 2010

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 *
 Lawrence James R

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)
 06/07/2010

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

MIDLAND, TX 79701
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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.

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|-----------------------------------|

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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) | | | | | |
|--------------------------|------------------------------|------------------|------------|---|-----------------------------|----------------------------|------------------|-----------------|-------|--------|
| | | | | | Title | Amount or Number of Shares | | | | |
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Unit Appreciation Rights | \$ 21.32 | 06/07/2010 | A | | 10,000 | | <u>(1)</u> | 06/07/2017 | Units | 10,000 |
| Phantom Units | <u>(2)</u> | 06/07/2010 | A | | 15,000 | | <u>(3)</u> | 06/07/2015 | Units | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawrence James R 303 W. WALL STREET, SUITE 1400 MIDLAND, TX 79701 | | | Treasurer | |

Signatures

/s/ Steven H. Pruett, as attorney-in-fact for James R.
Lawrence

06/09/2010

**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) Unit appreciation rights vest annually in one-third increments beginning on the first anniversary of the grant date and are payable in cash.
- (2) Each phantom unit represents the economic equivalent of a unit representing a limited partner interest in Legacy Reserves LP.
Phantom units vest annually in one-fifth increments beginning on the first anniversary of the grant date and are payable in cash or, at the
- (3) discretion of the compensation committee of the board of directors of the general partner of the Issuer, in units or a combination of units and cash.

Remarks:

Treasurer 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.