

Brown Dale A
Form 4
December 28, 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 *
Brown Dale 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, SUITE 1400

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2012

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

(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 | 12/26/2012 | | J ⁽¹⁾ | 1,600,000 D \$ 0 | 3,367,361 | I | See Footnote <u>(2)</u> |
| Units representing limited partner interests | 12/26/2012 | | J ⁽¹⁾ | 800,000 A \$ 0 | 1,194,591 | D | |
| Units representing | 12/26/2012 | | J ⁽³⁾ | 800,000 D \$ 0 | 394,591 | D | |

limited
partner
interests

Units
representing
limited
partner
interests

| | | | | | | | |
|------------|------------------|---------|---|------|-----------|---|------------------------|
| 12/26/2012 | J ⁽³⁾ | 800,000 | A | \$ 0 | 4,167,361 | I | See Footnote (4) |
|------------|------------------|---------|---|------|-----------|---|------------------------|

Units
representing
limited
partner
interests

| | | | | | | | |
|------------|---|---------|---|---|-----------|---|------------------------|
| 12/26/2012 | S | 800,000 | D | Ⓔ | 4,167,361 | I | See Footnote (4) |
|------------|---|---------|---|---|-----------|---|------------------------|

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 (Instr. 8) | 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) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Dale A 303 W. WALL, SUITE 1400 MIDLAND, TX 79701 | X | X | | |

Signatures

/S/ Dale A.
Brown

12/27/2012

__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) Reflects the pro rata distribution, not for value, of 800,000 units representing limited partner interests in Legacy Reserves, LP ("Legacy") to each of Mr. Dale A. Brown (the reporting person, or "Mr. D. Brown") and Mr. Cary D. Brown ("Mr. C. Brown") as the two limited partners of Moriah Properties, Ltd. ("Moriah Properties") and as the two shareholders of Moriah Resources, Inc. ("Moriah Resources"), the general partner of Moriah Properties, or an aggregate distribution of 1,600,000 units. Moriah Properties and Moriah Resources are both controlled by Mr. D. Brown and Mr. C. Brown. As a result of the pro rata distribution, Mr. D. Brown's beneficial ownership in 800,000 units changed from indirect to direct. In prior reports, the reporting person reported indirect beneficial ownership of these units.

(2) Includes 2,791,408 units held by Moriah Properties, 33,672 units held by Moriah Resources, and 542,281 units held by DAB Resources, Ltd. ("DAB Resources"). DAB Resources is an entity partially owned by Mr. D. Brown. The reporting person disclaims beneficial ownership of the reported 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.

(3) Reflects the contribution of units representing limited partner interests in Legacy to DAB Family Properties, Ltd. ("DAB Family Properties") in exchange for limited partner interests in DAB Family Properties. This transaction changed Mr. D. Brown's beneficial ownership in 800,000 units from direct to indirect. DAB 1999 Corp. (the "Corporation") is the sole general partner of DAB Family Properties, and Mr. D. Brown and his wife, Rita F. Brown ("Mrs. Brown"), are the sole shareholders of the Corporation.

(4) Includes 2,791,408 units held by Moriah Properties, 33,672 units held by Moriah Resources, 542,281 units held by DAB Resources, and 800,000 units held by DAB Family Properties. The reporting person disclaims beneficial ownership of the reported 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.

(5) On 12/26/12, Mr. D. Brown and Mrs. Brown (i) gifted a portion of the limited partnership interest in DAB Family Properties to the Brown Heirs 2012 Trust (the "Trust"), of which Mr. D. Brown is not a trustee or beneficiary, and (ii) sold the remaining 56.46% limited partnership interest in DAB Family Properties to the Trust for an aggregate purchase price of \$10,000,000.00.

Remarks:

Director 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.