

REYNOLDS JOHN T
Form 4
November 18, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REYNOLDS JOHN T

(Last) (First) (Middle)

C/O LIME ROCK MANAGEMENT
LP, 274 RIVERSIDE AVE., 3RD
FLOOR

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LRR Energy, L.P. [LRE]

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

11/16/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Director by Deputization

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common units representing limited partner interests	11/16/2011		A	893,030 (1)	A \$ 19 893,030 (1)	I (3) (4) (5)	See footnotes (3) (4) (5)
Common units representing limited partner	11/16/2011		A	296,082 (1)	A \$ 19 296,082 (1)	I (3) (4) (6)	See footnotes (3) (4) (6)

interests

Common
unitsrepresenting
limited

partner

interests

11/16/2011

A

5,060,488
(1)

A

\$ 19
(1)5,060,488
(1)I (3) (4) (7)See
footnotes
(3) (4) (7)

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

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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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Subordinated units representing limited partner interests	\$ 0	11/16/2011		A		960,247 (1)		(2)	(2)	Common Units	960,247 (1)
Subordinated units representing limited partner interests	\$ 0	11/16/2011		A		318,368 (1)		(2)	(2)	Common Units	318,368 (1)
Subordinated units representing limited partner interests	\$ 0	11/16/2011		A		5,441,385 (1)		(2)	(2)	Common Units	5,441,385 (1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

REYNOLDS JOHN T
C/O LIME ROCK MANAGEMENT LP
274 RIVERSIDE AVE., 3RD FLOOR
WESTPORT, CT 06880

X

Director by Deputization

Signatures

/s/ Kris Agarwal, as
attorney-in-fact

11/18/2011

__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).
- Pursuant to the Purchase, Sale, Contribution, Conveyance and Assumption Agreement entered into by Lime Rock Resources A, L.P. ("LRR A"), Lime Rock Resources B, L.P. ("LRR B"), Lime Rock Resources C, L.P. ("LRR C," and together with LRR A and LRR B, the "LRR Entities"), LRE GP, LLC (the "General Partner"), LRR Energy, L.P. (the "Issuer"), and LRE Operating, LLC, the LRR Entities contributed certain assets to the Issuer and in exchange for such contribution, the LRR Entities received in the aggregate 6,249,600 common units and 6,720,000 subordinated units upon the closing of the Issuer's initial public offering on November 16, 2011.
- (1) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (No. 333-174017). The subordinated units do not expire.
- (2) The Reporting Person is one of two managers of LRR GP, LLC ("LRR GP"), which is the general partner of Lime Rock Resources GP, L.P. ("Lime Rock GP"), which is the sole member of each of Lime Rock Resources A GP, LLC ("LRR A GP") and Lime Rock Resources C GP, LLC ("LRR C GP"). LRR A GP is the general partner of LRR A, Lime Rock GP is the general partner of LRR B, and LRR C GP is the general partner of LRR C.
- (3) The Reporting Person, LRR GP, Lime Rock GP, LRR A GP and LRR C GP may be deemed to share voting and dispositive power over the reported securities. Each of the Reporting Person, LRR GP, Lime Rock GP, LRR A GP and LRR C GP disclaim beneficial ownership of any interests of the reported securities in excess of such person's or entity's respective pecuniary in the securities. This report shall not be deemed an admission that the Reporting Person, LRR GP, Lime Rock GP, LRR A GP or LRR C GP is the beneficial owner of such interests for purposes of Section 16 or for any other purpose.
- (4) Units owned by LRR A.
- (5) Units owned by LRR B.
- (6) Units owned by LRR C.
- (7)

Remarks:

The Reporting Person is one of two managers of Lime Rock Management GP, LLC, which is the general partner of Lime Rock

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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