

Vann Kyle D  
 Form 5  
 February 16, 2010

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Vann Kyle D

(Last) (First) (Middle)

303 W. WALL STREET, SUITE 1400

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 LEGACY RESERVES LP [LGCY]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 09/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Units representing limited partner interests	09/04/2009	^	J4 <sup>(1)</sup>	535 <sup>(2)</sup> D \$ <sup>(2)</sup>	53,666	D	^
Units representing limited partner	09/04/2009	^	J4 <sup>(1)</sup>	439 <sup>(2)</sup> D \$ <sup>(2)</sup>	53,227	D	^

interests

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vann Kyle D 303 W. WALL STREET, SUITE 1400 MIDLAND, TX 79701	Â X	Â	Â	Â

## Signatures

/s/ Steven H. Pruett, as attorney-in-fact for Kyle D.  
Vann

02/16/2010

\_\_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) The reporting person failed to report two transactions on September 4, 2009 that resulted in the subtraction of 974 units representing limited partner interests of Legacy Reserves LP from the units held in the reporting person's IRA account.

The Form 4 dated August 20, 2009 reported two transactions that occurred on November 13, 2008 and February 17, 2009 in which the reporting person acquired 535 units and 439 units, respectively, pursuant to an automatic reinvestment of distributions received on units held in the reporting person's IRA account. On September 4, 2009, the IRA account administrator unwound the automatic distribution reinvestments that occurred on November 13, 2008 and February 17, 2009, crediting the original cash purchase prices of \$9.73 per unit and \$12.47 per unit, respectively, to the reporting person's money market fund. The reporting person did not authorize his IRA account administrator to take such action at such time and was therefore unable to report such transaction in a timely manner.

^

**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 provided 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.