

Brown Dale A
Form 3
January 11, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Brown Dale A

(Last) (First) (Middle)

303 W. WALL STREET,Â SUITE 1600

(Street)

MIDLAND,Â TXÂ 79701

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/11/2007

3. Issuer Name **and** Ticker or Trading Symbol
LEGACY RESERVES L P [LGCY]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Units representing limited partner interests

1,750

D

Â

Units representing limited partner interests

7,289,999 (1)

I

See Footnotes (2) (3)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Dale A 303 W. WALL STREET SUITE 1600 MIDLAND, TX 79701	X	X		

Signatures

Steven H. Pruett, as attorney-in-fact for Dale A. Brown

01/11/2007

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (1) inclusion of these shares 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.
- On March 15, 2006, in connection with the formation transactions of Legacy Reserves LP ("Legacy"), Moriah Properties, Ltd. ("Moriah Properties"), an entity owned and controlled by Mr. Dale A. Brown and Cary D. Brown, received 7,334,070 units in exchange for oil and natural gas properties and related assets. Mr. Dale A. Brown and Mr. Cary D. Brown share voting and investment power over the units
- (2) held by Moriah Properties. In addition, DAB Resources, Ltd. ("DAB Resources"), a entity partially owned by Mr. Dale A. Brown, received 859,703 units in exchange for oil and natural gas properties and related assets. On March 15, 2006, Legacy redeemed 1,470,527 units of the 7,334,070 units held by Moriah Properties and 344,752 of the 859,703 units held by DAB Resources, leaving Moriah Properties with 5,863,543 units and DAB Resources with 514,951 units.
- As a result of his ownership interest in Moriah Properties, Mr. Dale A. Brown also indirectly beneficially owns an additional 911,505 units through Moriah Properties' and DAB Resources' interest in MBN Properties LP, which holds 3,162,483 units. This assumes that the
- (3) 3,162,483 units held by MBN Properties LP will be distributed to the partners of MBN Properties LP, including 884,175 units to Moriah Properties and 27,330 units to DAB Resources. Mr. Dale A. Brown beneficially owns all of the units held or beneficially owned by Moriah Properties and DAB Resources.

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.