McGraw Kyle A Form 4 February 21, 2018

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McGraw Kyle A			2. Issuer Name <b>and</b> Ticker or Trading Symbol LEGACY RESERVES LP [LGCY]					I	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) (First) (Middle) 303 W. WALL STREET, SUITE 1800			3. Date of Earliest Transaction (Month/Day/Year) 02/18/2018					_	(Check all applicable)  _X Director 10% Owner _X Officer (give title Other (specify below)  EVP and CDO				
MIDLAND, T	(Street) TX 79701			4. If Amendment, Date Original Filed(Month/Day/Year)					<i>A</i>	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip	p)	Table I	- Non-	Der	ivative Sec	curitie		ired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any			3. Transa Code (Instr.	3. 4. Securities Acquire Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8)		quired l of (D)	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)			
Units representing limited partner interests	02/18/2018	8			M		50,690	A	\$ 0 (1)	74,227	D		
Units representing limited partner interests	02/18/2018	8			F		21,683	D	\$ 2.29 (2)	52,544	D		
Units representing										1,020,060	I	See footnotes	

limited partner (3) (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.

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 (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. Transactio Code (Instr. 8)	5. Number of ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	02/18/2018		M		50,690	(5)(6)	(5)(6)	Units	50,690	\$0

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McGraw Kyle A							
303 W. WALL STREET, SUITE 1800	X		EVP and CDO				
MIDLAND, TX 79701							

## **Signatures**

interests

/s/ Kyle A.
McGraw

\*\*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) Each phantom unit represents the economic equivalent of a unit representing a limited partner interest in Legacy Reserves LP.
- (2) Reflects the closing price of the units on February 16, 2018.

**(3)** 

Reporting Owners 2

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The reporting person disclaims beneficial ownership of these 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.

- (4) Includes 1,020,060 units owned by Kyle A. McGraw Family Holdings, Ltd., an entity partially owned by Mr. McGraw.
- (5) Phantom units granted on or after February 24, 2015 vest on February 18th in the third year after grant and are payable in units.
  - Pursuant to the achievement of certain objective, performance-based criteria, none of the phantom units eligible to vest for the year ended
- (6) December 31, 2017, granted on February 24, 2015, vested and therefore 38,620 phantom units were forfeited. With respect to the subjective phantom unit grants, 50,690 phantom units vested.
- (7) Includes the remaining 54,783 phantom units and 55,507 phantom units from the phantom units granted on June 22, 2016 and March 1, 2017, respectively.

#### **Remarks:**

Director, Executive Vice President and Chief Development Officer of Legacy Reserves GP, LLC, the general partner of Legacy 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.