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LEGACY RESERVES LP

Form 4

December 31, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad Moriah Prope	•	ing Person *	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)	3. Date of Earliest Transaction				
303 W. WALL STREET, SUITE 1400		SUITE	(Month/Day/Year) 12/27/2007	Director Other (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MIDLAND, TX 79701			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired. Disposed of, or Beneficially Owned			

(City)	(State) (Zi	Table	I - Non	-Dei	rivative Securi	ities A	cquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Units representing limited partner interests	10/11/2007		G	V	377,181	D	\$0	5,486,362	D	
Units representing limited partner interests	12/27/2007		<u>J(1)</u>		143,931	A	\$0	5,630,293	D	
Units representing	12/27/2007		J(2)		1,238,895	D	\$0	4,391,398	D	

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limited

partner

interests

Units

representing

limited 12/27/2007 **J**(1)

156,615

D \$0 727,560

I

See footnote

(3)

(9-02)

of 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

partner interests

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

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative		•		Securities			(Instr.	3 and 4)	
	Security				Acquired			`		
	Ĭ				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					, ,					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Moriah Properties, Ltd. 303 W. WALL STREET **SUITE 1400**

X

MIDLAND, TX 79701

Signatures

/s/ Steven H. Pruett, as attorney-in-fact for Moriah Properties, Ltd.

12/31/2007

**Signature of Reporting Person

Date

2 Reporting Owners

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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 pro rata distribution of units to partners of MBN Properties LP, which were previously reported as being indirectly beneficially owned.
- (2) Reflects pro rata distribution units to partners of Moriah Properties, Ltd.
 - Following pro rata distribution by MBN Properties LP to its partners on December 27, 2007, Moriah Properties Ltd. indirectly
- (3) beneficially owns 727,560 units through its interest in MBN Properties LP, which holds 2,642,438 units. This assumes that the 2,642,438 units held by MBN Properties LP will be distributed to the partners of MBN Properties 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.