

LEGACY RESERVES L P  
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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |   |
| Â Brothers Production Properties, Ltd.    |         | (Month/Day/Year)                     | LEGACY RESERVES L P [LGCY]   |   |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       |   |
| 303 W. WALL STREET,Â SUITE 1600           |         |                                      | (Check all applicable)   |   |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input checked="" type="checkbox"/> 10% Owner |
| MIDLAND,Â TXÂ 79701                       |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)                                     |   |
|   |         |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |   |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |   |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |   |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)           | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Units representing limited partner interests | 2,923,812  | D   | Â  |
| Units representing limited partner interests | 457,968  | I   | See Footnotes <u>(1)</u> <u>(2)</u>                      |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
|                  |                 | Title      |                            |                              |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Brothers Production Properties, Ltd.<br>303 W. WALL STREET<br>SUITE 1600<br>MIDLAND, TX 79701 | ^             | ^ X       | ^       | ^     |

## Signatures

Steven H. Pruett, as attorney-in-fact for Brothers Production Properties, Ltd. 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).
- (1) On March 15, 2006, in connection with the formation transactions of Legacy Reserves LP ("Legacy"), Brothers Production Properties, Ltd. ("Brothers Properties") received 4,968,945 units in exchange for oil and natural gas properties and related assets. On March 15, 2006, Legacy redeemed 2,045,133 units of the 4,968,945 units held by Brothers Properties, leaving Brothers Properties with 2,923,812 units.
- (2) Brothers Properties indirectly beneficially owns an additional 457,968 units through its interest in MBN Properties LP, which holds 3,162,438 units. This assumes that the 3,162,438 units held by MBN Properties LP will be distributed to the partners of MBN Properties LP, including 457,968 units to Brothers Properties.

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.