Horne Paul T
Form 4
September 24, 2018

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Horne Paul T

(Last) (First) (Middle)

303 W. WALL STREET, SUITE 1800

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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)
			Code	V	Amount	(A) or (D)	Price			
Units representing limited partner interests	09/20/2018		M		563,551	A	(2) (3)	633,867	D	
Units representing limited partner interests	09/20/2018		M		1,510,958	A	(2) (5)	2,144,825	D	
Units representing	09/20/2018		D		1,510,958	D	$ 4.84	633,867	D	

limited partner interests									
Units representing limited partner interests	09/20/2018		M	951,005	A	(2) (6)	1,584,872	D	
Units representing limited partner interests	09/20/2018		D	951,005	D	$ 4.84	633,867	D	
Units representing limited partner interests	09/20/2018		D	633,867	D	(1) (3) (5) (6)	0	D	
Units representing limited partner interests	09/20/2018		D	121,684	D	(1)	0	I	By H2K Holdings, Ltd (7)

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. 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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(2)	09/20/2018		M			563,551	(3)	(3)	Units	563,551	
Phantom Units	(2)	09/20/2018		M			1,510,958	(4)(5)	(4)(5)	Units	1,510,958	
Phantom Units	(2)	09/20/2018		M			951,005	(6)	(6)	Units	951,005	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Horne Paul T 303 W. WALL STREET, SUITE 1800 MIDLAND, TX 79701	X		Chairman and CEO	

Signatures

/s/ Dan G. LeRoy, as attorney-in-fact for Paul T. Horne	09/24/2018
**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) In connection with the corporate reorganization of the Issuer from a master limited partnership to a corporation (the "Corporate Reorganization"), each outstanding unit representing a limited partner interest in the Issuer ("Unit") was converted into the right to receive one share of common stock, $0.01 par value per share, of Legacy Reserves Inc. ("New Legacy Common Stock").

(2) Each phantom unit represents the economic equivalent of a Unit.

(3) These phantom units were granted pursuant to an award agreement that provided for settlement in Units and were scheduled to vest as follows: (i) 155,435 phantom units subject to vesting on February 18, 2019; (ii) 157,489 phantom units subject to vesting on February 18, 2020; and (iii) 250,627 phantom units subject to vesting on February 18, 2021. In connection with the Corporate Reorganization, these phantom units automatically vested in full and were settled in Units.

(4) These phantom units were granted pursuant to an award agreement that provided for settlement in cash and provided for cliff vesting in the third year after grant, subject to the achievement of certain performance-based criteria during the three fiscal years prior to the vesting date. The vesting schedule was as follows: (i) 888,200 phantom units on February 18, 2019; (ii) 629,956 phantom units on February 18, 2020; and (iii) 1,503,760 phantom units on February 18, 2021.

(5) In connection with the Corporate Reorganization, 1,510,958 of these phantom units automatically vested in full and were settled in cash. Another 1,510,958 phantom units were forfeited.

(6) These phantom units were granted pursuant to an award agreement that provided for settlement in cash and were scheduled to vest as follows: (i) 510,714 phantom units on February 18, 2019; (ii) 314,978 phantom units on February 18, 2020; and (iii) 125,313 phantom units on February 18, 2021. In connection with the Corporate Reorganization, these phantom units automatically vested in full and were settled in cash.

(7) The Reporting Person is the president of H2K Holdings, Ltd. and thus is deemed to indirectly beneficially own the Units held by H2K Holdings, Ltd.

Remarks:

Chairman and Chief Executive Officer 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.