

VANLOH S WIL JR

Form 3

January 11, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 VANLOH S WIL JR

(Last)

(First)

(Middle)

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)

303 W. WALL STREET,Â SUITE 1600

(Street)

(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

MIDLAND,Â TXÂ 79701

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

915,880 ⁽¹⁾

I

See Footnote ⁽²⁾

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

SEC 1473 (7-02)

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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
VANLOH S WIL JR 303 W. WALL STREET SUITE 1600 MIDLAND, TX 79701	Â X	Â	Â	Â

Signatures

Steven H. Pruett, as attorney-in-fact for S. Wil
VanLoh, Jr. 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 securities 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.
- Mr. VanLoh indirectly beneficially owns 915,880 units through his indirect 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 1,447,157 units to Newstone Group Partners. This also assumes that the 1,447,157 units beneficially owned by Newstone Group Partners
- (2) will be distributed to the members of Newstone Group Partners, including 239,372 units to Newstone Capital, LP, 571,277 units to Trinity Equity Partners I, LP and 105,231 units to SHP Capital LP. Mr. VanLoh is deemed to beneficially own the units held by Newstone Capital, LP, Trinity Equity Partners I, LP and SHP Capital LP.

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Remarks:
DirectorÂ ofÂ LegacyÂ ReservesÂ GP,Â LLC,Â theÂ generalÂ partnerÂ ofÂ LegacyÂ ReservesÂ 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.