

LEGACY RESERVES LP
Form SC 13G
February 14, 2008

Table of Contents

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Legacy Reserves LP
(Name of Issuer)

Units representing limited partner interests
(Title of Class of Securities)

524707 20 5

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

TABLE OF CONTENTS

Item 1.

Item 2.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Item 4. Ownership.

Item 5. Ownership of Five Percent or Less of a Class.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certification.

SIGNATURE

Joint Filing Agreement

Table of Contents

SCHEDULE 13G

CUSIP No. 524707 20 5

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only).

Brothers Production Company, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)

(b)

Not applicable.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Texas

SOLE VOTING POWER

5

NUMBER OF 2,524,188

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY

-0-

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON

2,524,188

SHARED DISPOSITIVE POWER

8 WITH:

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,524,188

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO

Table of Contents

SCHEDULE 13G

CUSIP No. 524707 20 5

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only).

Brothers Production Properties, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)

(b)

Not applicable.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Texas

SOLE VOTING POWER

5

NUMBER OF 2,356,199

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY -0-

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,356,199

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,356,199

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

7.9%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

Table of Contents

Item 1.

(a) Name of Issuer:

Legacy Reserves LP

(b) Address of Issuer's Principal Executive Offices:

303 W. Wall, Suite 1400

Midland, Texas 79701

Item 2.

(a) Name of Person Filing:

Brothers Production Properties, Ltd. and Brothers Production Company, Inc. are jointly filing this Schedule 13G.

(b) Address of Principal Business Office or, if none, Residence:

Brothers Production Company, Inc.

303 W. Wall Street, Suite 1500

Midland, Texas 79701

(c) Citizenship:

Each of the Reporting Entities is formed in Texas.

(d) Title of Class of Securities:

Units representing limited partner interests (the Units)

(e) CUSIP Number:

524707 20 5

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
-

Table of Contents

- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Item 9 of each of the cover pages of this Schedule 13G is hereby incorporated by reference.¹

- (b) Percent of class:

Item 11 of each of the cover pages of this Schedule 13G is hereby incorporated by reference.²

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote

Item 5 of each of the cover pages of this Schedule 13G is hereby incorporated by reference.

- (ii) Shared power to vote or to direct the vote

-0-

- (iii) Sole power to dispose or to direct the disposition of

Item 7 of each of the cover pages of this Schedule 13G is hereby incorporated by reference.

- (iv) Shared power to dispose or to direct the disposition of

-0-

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

¹ Reflects the aggregate number of Units beneficially owned by Brothers Production

Company, Inc.
and Brothers
Production
Properties, Ltd.,
which directly
own 167,989
and 2,356,199
Units,
respectively.
Brothers
Production
Company, Inc.,
as general
partner of
Brothers
Production
Properties, Ltd.,
indirectly owns
and may be
deemed to have
sole voting and
dispositive
power over all
of the Units
directly owned
by Brothers
Production
Properties, Ltd.

² Based on
29,716,548
Units
outstanding as
of January 23,
2008.

Table of Contents

Item 10. Certification.

Not applicable.

Table of Contents

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: February 14, 2008

BROTHERS PRODUCTION COMPANY, INC..

By: /s/ Kyle A. McGraw
Name: Kyle A. McGraw
Title: President

BROTHERS PRODUCTION PROPERTIES,
LTD.

By: Brothers Production Company, Inc.,
its general partner

By: /s/ Kyle A. McGraw
Name: Kyle A. McGraw
Title: President