

LINN ENERGY, LLC
Form 8-K
January 19, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 18, 2007

Linn Energy, LLC

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

000-51719

(Commission File Number)

65-1177591

(IRS Employer Identification No.)

600 Travis, Suite 7000

Houston, Texas

(Address of principal executive
offices)

77002

(Zip Code)

Registrant's telephone number, including area code: **(281) 605-4100**

NOT APPLICABLE

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

Amendment to Long-Term Incentive Plan

At a special meeting of unitholders held on January 18, 2007, the unitholders of Linn Energy, LLC (the Company) approved an amendment to the Company s Long-Term Incentive Plan (LTIP), to provide that not more than 1,500,000 of the total number of Units authorized to be issued under the LTIP may be issued as Restricted Units.

The foregoing description of the amendment does not purport to be complete and is qualified in its entirety by reference to the First Amendment to Linn Energy, LLC Long-Term Incentive Plan, which is included as Exhibit 10.1 to this Current Report on Form 8-K and is hereby incorporated by reference into this Item 1.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|--|
| Exhibit 10.1 | First Amendment to Linn Energy, LLC Long-Term Incentive Plan |
| Exhibit 99.1 | Press Release of Linn Energy, LLC dated January 18, 2007. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Linn Energy, LLC

Date: January 18, 2007

/s/ Kolja Rockov
Kolja Rockov
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

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