

REYNOLDS JOHN T  
Form 4  
December 16, 2011

**FORM 4**

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

OMB APPROVAL

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
REYNOLDS JOHN T

(Last) (First) (Middle)

C/O LIME ROCK MANAGEMENT LP, 274 RIVERSIDE AVE., 3RD FLOOR

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LRR Energy, L.P. [LRE]

3. Date of Earliest Transaction (Month/Day/Year)  
12/14/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Director by Deputization

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   |
| Common units representing limited partner interests | 12/14/2011                           |  | D(1)                           |   | 171,472 (1)   | D  | (1) 721,558 (1)                                       |
|   |                                      |  |                                |   |   | I  | (2) (3) (4) See footnotes (2) (3) (4)                 |
| Common units representing limited partner           | 12/14/2011                           |  | D(1)                           |   | 56,852 (1)  | D  | (1) 239,230 (1)                                       |
|   |                                      |  |                                |   |   | I  | (2) (3) (5) See footnotes (2) (3) (5)                 |

interests

Common  
units  
representing  
limited  
partner  
interests

12/14/2011

D(1)

971,676  
(1)

D

(1)

4,088,812 (1) I (2) (3) (6)

See  
footnotes  
(2) (3) (6)

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.**

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                          |
|---|---------------|-----------|---------|--------------------------|
|   | Director      | 10% Owner | Officer | Other                    |
| REYNOLDS JOHN T<br>C/O LIME ROCK MANAGEMENT LP<br>274 RIVERSIDE AVE., 3RD FLOOR<br>WESTPORT, CT 06880 |               | X         |         | Director by Deputization |

## Signatures

/s/ Kris Agarwal, as  
attorney-in-fact  
12/16/2011

\*\*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 closing of the underwriters' over-allotment on December 14, 2011, LRR Energy, L.P. repurchased an aggregate of 1,200,000 common units (the "Units") from Lime Rock Resources A, L.P. ("LRR A"), Lime Rock Resources B, L.P. ("LRR B") and Lime Rock Resources C, L.P. ("LRR C") at the price to public minus the underwriting discount and structuring fees.
- (2) John T. Reynolds (the "Reporting Person") is one of two managers of LRR GP, LLC ("LRR GP"), which is the general partner of Lime Rock Resources GP, L.P. ("Lime Rock GP"), which is the sole member of each of Lime Rock Resources A GP, LLC ("LRR A GP") and Lime Rock Resources C GP, LLC ("LRR C GP"). LRR A GP is the general partner of LRR A, Lime Rock GP is the general partner of LRR B, and LRR C GP is the general partner of LRR C.
- (3) The Reporting Person, LRR GP, Lime Rock GP, LRR A GP and LRR C GP may be deemed to share voting and dispositive power over the reported securities. Each of the Reporting Person, LRR GP, Lime Rock GP, LRR A GP and LRR C GP disclaim beneficial ownership of any interests of the reported securities in excess of such person's or entity's respective pecuniary in the securities. This report shall not be deemed an admission that the Reporting Person, LRR GP, Lime Rock GP, LRR A GP or LRR C GP is the beneficial owner of such interests for purposes of Section 16 or for any other purpose.
- (4) Units owned by LRR A.
- (5) Units owned by LRR B.
- (6) Units owned by LRR C.

### Remarks:

The Reporting Person is one of two managers of Lime Rock Management GP, LLC, which is the general partner of Lime Rock

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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