

Matador Resources Co
 Form 4
 April 27, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Foran Joseph Wm

(Last) (First) (Middle)

5400 LBJ FREEWAY, SUITE 1500

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Matador Resources Co [MTDR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock	04/23/2015		F	(A) or (D) D	5,485 \$ 27.81	(2) (3) (4) (5)	D
Common Stock					1,084,933	(6)	I See footnote (7)
Common Stock					4,000	(6)	I See footnote (8)
Common Stock					161,050	(6)	I See footnote (9)

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Common Stock	39,750 <u>(6)</u>	I	See footnote <u>(10)</u>
Common Stock	524,053 <u>(6)</u>	I	See footnote <u>(11)</u>
Common Stock	524,053 <u>(6)</u>	I	See footnote <u>(12)</u>
Common Stock	312,190 <u>(6)</u>	I	See footnote <u>(13)</u>
Common Stock	312,190 <u>(6)</u>	I	See footnote <u>(14)</u>
Common Stock	82,077 <u>(6)</u>	I	See footnote <u>(15)</u>
Common Stock	82,077 <u>(6)</u>	I	See footnote <u>(16)</u>
Common Stock	59,269 <u>(6)</u>	I	See footnote <u>(17)</u>
Common Stock	59,269 <u>(6)</u>	I	See footnote <u>(18)</u>
Common Stock	231,051 <u>(6)</u>	I	See footnote <u>(19)</u>
Common Stock	231,051 <u>(6)</u>	I	See footnote <u>(20)</u>
Common Stock	119,500 <u>(6)</u>	I	See footnote <u>(21)</u>
Common Stock	50,000 <u>(6)</u>	I	See footnote <u>(22)</u>
Common Stock	270 <u>(6)</u>	I	See footnote <u>(23)</u>

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

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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 Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foran Joseph Wm 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240	X		Chairman and CEO	

Signatures

/s/ Joseph Wm. Foran, by Kyle A. Ellis as attorney-in-fact 04/27/2015

__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) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 40,104 shares of restricted stock and restricted stock units. No shares were sold by the reporting person to satisfy this tax liability.
- (2) Includes 17,094 shares of restricted stock granted to the reporting person on March 7, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 7, 2016.
- (3) Includes 40,000 shares of restricted stock granted to the reporting person on March 8, 2013. Such shares of restricted stock will vest on the fourth anniversary of the date of grant, March 8, 2017.
- (4)

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Includes 10,026 shares of restricted stock granted to the reporting person on April 16, 2012 that vest on the fourth anniversary of the date of grant, April 16, 2016.

- (5) Includes 40,104 shares of restricted stock and restricted stock units granted to the reporting person on April 16, 2012 less 5,485 shares withheld by the Issuer to satisfy tax liability in connection with the April 23, 2015 vesting of such shares and units based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.
- (6) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of these shares. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (7) Represents shares held of record by Sage Resources, Ltd., which is a limited partnership owned by the reporting person's family, including the reporting person.
- (8) Represents shares held of record by the reporting person's spouse through her Individual Retirement Account.
- (9) Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.
- (10) Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee.
- (11) Represents shares held of record by the JWF 2011-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (12) Represents shares held of record by the NNF 2011-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (13) Represents shares held of record by the JWF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (14) Represents shares held of record by the NNF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (15) Represents shares held of record by the JWF 2014-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (16) Represents shares held of record by the NNF 2014-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (17) Represents shares held of record by the JWF 2014-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (18) Represents shares held of record by the NNF 2014-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (19) Represents shares held of record by the JWF 2015-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (20) Represents shares held of record by the NNF 2015-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (21) Represents shares held of record by The Don Foran Family Trust 2008, for which the reporting person is the co-trustee and over which the reporting person has shared voting and investment power with other members of his family.
- (22) Represents shares held of record by The Foran Family Special Needs Trust for which the reporting person is the co-trustee and over which the reporting person has shared voting and investment power with other members of his family.
- (23) Represents shares held of record by the Individual Retirement Account of the reporting person's adult child, who gave the reporting person investment power over such shares through a revocable power of attorney.

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.