

Matador Resources Co
 Form 4
 August 11, 2015

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 *
 London Ryan C

(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)
 08/07/2015

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)
 EVP

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)		
			Code	V	Amount or Price				
Common Stock	08/07/2015		M		10,000	A	\$ 9	102,944 ⁽¹⁾ _{(2) (3) (4) (5) (6)}	D
Common Stock	08/07/2015		F		4,976 ₍₇₎	D	\$ 21.51	97,968 ^{(1) (2)} _{(3) (4) (5) (6)}	D
Common Stock	08/07/2015		M		9,375	A	\$ 10.49	107,343 ⁽¹⁾ _{(2) (3) (4) (5) (6)}	D
Common Stock	08/07/2015		F		5,886 ₍₈₎	D	\$ 21.51	101,457 ⁽¹⁾ _{(2) (3) (4) (5) (6)}	D
Common Stock	08/07/2015		M		19,500	A	\$ 8.18	120,957 ⁽¹⁾ _{(2) (3) (4) (5) (6)}	D

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Common Stock 08/07/2015 F 10,721⁽⁹⁾ D \$ 21.51 110,236⁽¹⁾ (2) (3) (4) (5) (6) D

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)	Amount or Number of Shares
Employee Stock Option	\$ 9	08/07/2015		M	10,000	<u>(10)</u> 02/21/2020	Common Stock	10,000
Employee Stock Option	\$ 10.49	08/07/2015		M	9,375	<u>(11)</u> 04/15/2017	Common Stock	9,375
Employee Stock Option	\$ 8.18	08/07/2015		M	19,500	<u>(12)</u> 03/11/2018	Common Stock	19,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
London Ryan C 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240			EVP	

Signatures

/s/ Ryan C. London, by Kyle A. Ellis as attorney-in-fact

08/11/2015

**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) Includes 2,706 shares of restricted stock granted to the reporting person on April 30, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, April 30, 2018.
- (2) Includes 13,125 shares of restricted stock granted to the reporting person on January 21, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, January 21, 2018.
- (3) Includes 20,032 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.
- (4) Includes 5,074 shares of restricted stock granted to the reporting person on February 11, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, February 11, 2016.
- (5) Includes 19,500 shares of restricted stock granted to the reporting person on March 12, 2013. Such shares of restricted stock will vest on the fourth anniversary of the date of grant, March 12, 2017.
- (6) Includes 2,344 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.
- (7) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 10,000 stock options. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (8) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 9,375 stock options. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (9) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 19,500 stock options. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (10) The options vested ratably over four years from the date of grant, February 22, 2010, and were fully vested as of February 22, 2014.
- (11) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, April 16, 2014.
- (12) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 12, 2015.

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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