

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Foran Joseph Wm</u> (Last) (First) (Middle) 5400 LBJ FREEWAY SUITE 1500 (Street) DALLAS TX 75240 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Matador Resources Co [MTDR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Stock	12/15/2021		M		36,683 ⁽¹⁾	A	\$27.26	67,450 ⁽²⁾	D	
Common Stock	12/15/2021		F		3,760 ⁽³⁾	D	\$36.86	63,690 ⁽²⁾	D	
Common Stock								1,105,913 ⁽⁴⁾	I	See footnote ⁽⁵⁾
Common Stock								1,077,568 ⁽⁴⁾	I	See footnote ⁽⁶⁾
Common Stock								438,566 ⁽⁴⁾	I	See footnote ⁽⁷⁾
Common Stock								407,634 ⁽⁴⁾	I	See footnote ⁽⁸⁾
Common Stock								114,236 ⁽⁴⁾	I	See footnote ⁽⁹⁾
Common Stock								114,236 ⁽⁴⁾	I	See footnote ⁽¹⁰⁾
Common Stock								388,131 ⁽⁴⁾	I	See footnote ⁽¹¹⁾
Common Stock								388,131 ⁽⁴⁾	I	See footnote ⁽¹²⁾
Common Stock								290,000 ⁽⁴⁾	I	See footnote ⁽¹³⁾
Common Stock								290,000 ⁽⁴⁾	I	See footnote ⁽¹⁴⁾
Common Stock								145,882 ⁽⁴⁾	I	See footnote ⁽¹⁵⁾
Common Stock								145,882 ⁽⁴⁾	I	See footnote ⁽¹⁶⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Employee Stock Option	\$27.26	12/15/2021		M		36,683	(17)	02/14/2023	Common Stock	36,683	\$0	108,003	D	

Explanation of Responses:

1. The reporting person exercised 36,683 employee stock options that were granted to him on February 15, 2017 and paid a total of \$999,978.58 in cash to purchase the shares of common stock associated with such options.
2. Reflects the total number of shares directly held by the reporting person including contributions of shares from the reporting person to the Foran 2012 Savings Trust and the Foran 2012 Security Trust, each pursuant to the terms thereof.
3. Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the tax liability upon the exercise of 36,683 employee stock options. No shares were sold by the reporting person to satisfy the tax liability.
4. 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.
5. 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.
6. Represents shares held of record collectively by the LRF 2011 Non-GST Trust, WJF 2011 Non-GST Trust, JNF 2011 Non-GST Trust, SIF 2011 Non-GST Trust and MCF 2011 Non-GST Trust (collectively, the "Non-GST Trusts"). The reporting person and his spouse, as settlors of each of the Non-GST Trusts, retain the power of substitution with respect to the property of the Non-GST Trusts.
7. Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee. Includes shares held by the trust following a contribution of shares by the reporting person to the trust, pursuant to the terms thereof.
8. Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee. Includes shares held by the trust following a contribution of shares by the reporting person and by the reporting person's spouse to the trust, pursuant to the terms thereof.
9. Represents shares held of record by the JWF 2020-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
10. Represents shares held of record by the NNF 2020-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
11. Represents shares held of record by the JWF 2020-2 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 2020-2 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 2021-1 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 2021-1 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 2021-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 60,796 shares gifted to the trust following their distribution from the JWF 2019-2 GRAT to its settlor as an annuity payment required by the terms thereof. Also includes 85,086 shares gifted to the trust following their distribution from the JWF 2020-2 GRAT to its settlor as an annuity payment required by the terms thereof.
16. Represents shares held of record by the NNF 2021-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 60,796 shares gifted to the trust following their distribution from the NNF 2019-2 GRAT to its settlor as an annuity payment required by the terms thereof. Also includes 85,086 shares gifted to the trust following their distribution from the NNF 2020-2 GRAT to its settlor as an annuity payment required by the terms thereof.
17. The employee stock options vested in equal annual installments on the first, second and third anniversaries of the date of grant and were fully vested as of February 15, 2020.

Remarks:

/s/ Joseph Wm. Foran, by
David E. Lancaster as attorney- 12/16/2021
in-fact

** Signature of Reporting Person Date

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

* 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).

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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