

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

<b>1. Name and Address of Reporting Person *</b> <u>Foran Joseph Wm</u>  (Last) (First) (Middle) 5400 LBJ FREEWAY SUITE 1500  (Street) DALLAS TX 75240  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Matador Resources Co [ MTRD ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 03/07/2014	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	03/07/2014		A		17,094 <sup>(1)</sup>	A	\$0.00	117,250 <sup>(2)(3)(4)(5)</sup>	D	
Common Stock								1,079,933 <sup>(6)</sup>	I	See footnote <sup>(7)</sup>
Common Stock								10,000 <sup>(6)</sup>	I	Represents shares held of record by the reporting person's college age child.
Common Stock								4,000 <sup>(6)</sup>	I	See footnote <sup>(8)</sup>
Common Stock								675,293 <sup>(6)</sup>	I	See footnote <sup>(9)</sup>
Common Stock								675,293 <sup>(6)</sup>	I	See footnote <sup>(10)</sup>
Common Stock								371,459 <sup>(6)</sup>	I	See footnote <sup>(11)</sup>
Common Stock								371,459 <sup>(6)</sup>	I	See footnote <sup>(12)</sup>
Common Stock								161,888 <sup>(6)</sup>	I	See footnote <sup>(13)</sup>
Common Stock								161,888 <sup>(6)</sup>	I	See footnote <sup>(14)</sup>
Common Stock								151,550 <sup>(6)</sup>	I	See footnote <sup>(15)</sup>
Common Stock								28,250 <sup>(6)</sup>	I	See footnote <sup>(16)</sup>
Common Stock								135,500 <sup>(6)</sup>	I	See footnote <sup>(17)</sup>
Common Stock								50,000 <sup>(6)</sup>	I	See footnote <sup>(18)</sup>

**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)	Table of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., Puts, Calls, Warrants, Convertible Securities)	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 or 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)	
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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying or Derivative Security (Instr. 3 and 4)		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	Amount or Number of Shares			
Employee Stock Option	\$23.4	03/07/2014		A		68,376	(19)	03/06/2019	Common Stock	68,376	D	

**Explanation of Responses:**

- Represents 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.
- Includes 40,000 shares of restricted stock granted to the reporting person on March 8, 2013. Such shares of restricted stock will vest following the fourth anniversary of the date of grant, March 8, 2017.
- Includes 20,052 shares of restricted stock granted to the reporting person on April 16, 2012. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, April 16, 2014.
- Includes 20,052 shares of restricted stock granted to the reporting person on April 16, 2012. Such shares of restricted stock will vest following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.
- Includes 20,052 restricted stock units granted to the reporting person on April 16, 2012. Such restricted stock units will vest, and an applicable number of shares of common stock will be deliverable to the reporting person, following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.
- 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.
- 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.
- Represents shares held of record by the reporting person's spouse through her Individual Retirement Account.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.
- Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee.
- 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.
- 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.
- The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 7, 2016.

**Remarks:**

/s/ Joseph Wm. Foran

03/11/2014

\*\* 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.

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 Number.