

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) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/19/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/19/2023		G		1,000 <sup>(1)</sup>	D	\$0	20,637 <sup>(2)(3)</sup>	D	
Common Stock								17,271 <sup>(4)</sup>	I	See footnote <sup>(5)</sup>
Common Stock								471,276 <sup>(4)</sup>	I	See footnote <sup>(6)</sup>
Common Stock								435,417 <sup>(3)(4)</sup>	I	See footnote <sup>(7)</sup>
Common Stock								1,105,913 <sup>(4)</sup>	I	See footnote <sup>(8)</sup>
Common Stock								1,137,182 <sup>(4)</sup>	I	See footnote <sup>(9)</sup>
Common Stock								1,256,488 <sup>(4)</sup>	I	See footnote <sup>(10)</sup>
Common Stock								125,010 <sup>(4)</sup>	I	See footnote <sup>(11)</sup>
Common Stock								125,010 <sup>(4)</sup>	I	See footnote <sup>(12)</sup>
Common Stock								43,995 <sup>(4)</sup>	I	See footnote <sup>(13)</sup>
Common Stock								43,995 <sup>(4)</sup>	I	See footnote <sup>(14)</sup>
Common Stock								163,050 <sup>(4)</sup>	I	See footnote <sup>(15)</sup>
Common Stock								163,050 <sup>(4)</sup>	I	See footnote <sup>(16)</sup>
Common Stock								83,137 <sup>(4)</sup>	I	See footnote <sup>(17)</sup>
Common Stock								83,137 <sup>(4)</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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title of Underlying Security (Instr. 3 and 4)	9. Amount or Number of Shares	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>												
<b>Explanation of Responses:</b>												
1. Represents a gift of shares of common stock by the reporting person to a charitable organization. 2. Includes shares acquired pursuant to the Issuer's Employee Stock Purchase Plan. Such acquisitions are exempt under Rule 16-b3. 3. Reflects the transfer of 968 shares to the Foran 2012 Security Trust from the reporting person, which transfer effected only a change in the form of beneficial ownership and did not result in any change in the reporting person's pecuniary interest in such shares. 4. The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is 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 the reporting person's spouse. 6. Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person is the trustee. 7. Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee. 8. 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. 9. 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 "2011 Non-GST Trusts"). The reporting person and his spouse, as settlors of each of the 2011 Non-GST Trusts, retain the power of substitution with respect to the property of the 2011 Non-GST Trusts. 10. Represents shares held of record collectively by the LRF 2020 Non-GST Trust, WJF 2020 Non-GST Trust, SIF 2020 Non-GST Trust and MCF 2020 Non-GST Trust (collectively, the "2020 Non-GST Trusts"). The reporting person and his spouse, as settlors of each of the 2020 Non-GST Trusts, retain the power of substitution with respect to the property of the 2020 Non-GST Trusts. 11. Represents shares held of record by the JWF 2022-1 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 2022-1 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 2022-2 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 2022-2 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 2023-1 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 2023-1 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 2023-2 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 2023-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.												

**Remarks:**

/s/ Joseph Wm. Foran, by Cale L. Curtin as attorney-in-fact     10/23/2023  
\*\* 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.**