

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	
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1. Name and Address of Reporting Person * <u>Singleton Van H II</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP - Land
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2016	
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	02/19/2016		A		17,450 ⁽¹⁾	A	\$0	48,763 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	D	

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	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option	\$15	02/19/2016		A		43,605		(7)	02/18/2021	Common Stock	\$0	43,605	D	

Explanation of Responses:

- Represents shares of restricted stock granted to the reporting person on February 19, 2016. Such shares of restricted stock will vest on the third anniversary of the date of grant, February 19, 2019.
- Includes 902 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.
- Includes 1,823 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.
- Includes 16,875 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.
- Includes 1,379 shares of restricted stock granted to the reporting person on March 17, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
- Includes 3,000 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.
- The employee stock options vest on the third anniversary of the date of grant, February 19, 2019.

Remarks:

/s/ Van H. Singleton, II, by Kyle A. Ellis as attorney-in-fact 02/23/2016

** 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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