SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Hairford Matthew V (Last) (First) (Middle) 5400 LBJ FREEWAY SUITE 1500 (Street) DALLAS TX 75240 (City) (State) (Zip)	Matador Resources Co [MTDR] 3. Date of Earliest Transaction (Month/Day/Year) 04/16/2016 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director / 10% Owner X Officer (give title below) / Other (specify below) President 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	04/16/2016		F		1,705[1]	D	$21.13	221,534[2][3][4][5]	D	
Common Stock								5,000	I	Represents shares held of record by the reporting person's Individual Retirement Account.

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	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 4,063 shares of restricted stock that were granted to the reporting person on April 16, 2012. No shares were sold by the reporting person to satisfy this tax liability.
2. Includes 31,992 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant, February 19, 2019.
3. Includes 2,885 shares of restricted stock granted to the reporting person on March 7, 2014 that vest on the fourth anniversary of the date of grant, March 7, 2018.
4. Includes 1,269 shares of restricted stock granted to the reporting person on February 11, 2014 that vest on the fourth anniversary of the date of grant, February 11, 2018.
5. Includes 25,000 shares of restricted stock granted to the reporting person on March 8, 2013 that vest on the fourth anniversary of the date of grant, March 8, 2017.

Remarks:

/s/ Matthew V. Hairford, by Kyle A. Ellis as attorney-in-fact — 04/19/2016

** 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.

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.