

**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>Adams Craig N</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 [ MTRD ]</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) <u>EVP, COO - Land, Legal &amp; Admin</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/15/2020		F		3,475 <sup>(1)</sup>	D	\$12.94	134,795	D	
Common Stock	02/16/2020		F		5,009 <sup>(2)</sup>	D	\$12.94	129,786 <sup>(3)</sup>	D	
Common Stock								2,000	I	Represents shares held of record by the reporting person's 401(k) 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						Amount or Number of Shares
Phantom Units	(4)	02/13/2020		M			16,062	(5)	(5)	Common Stock	16,062	\$0	32,124	D	

**Explanation of Responses:**

- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability based upon the vesting of 8,829 shares of restricted stock that were granted to the reporting person on February 15, 2017. No shares were sold by the reporting person to satisfy this tax liability.
- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability based upon the vesting of 12,728 shares of restricted stock that were granted to the reporting person on February 16, 2018. No shares were sold by the reporting person to satisfy this tax liability.
- Includes 12,729 shares of restricted stock granted to the reporting person on February 16, 2018 that vest on the third anniversary of the date of grant.
- Each phantom unit is the economic equivalent of one share of the Issuer's common stock. As required by the terms of the award, upon the February 13, 2020 partial vesting of such award, the reporting person settled the phantom units for cash at a rate of \$13.01 per unit based upon the closing price of the Issuer's common stock on such date. No shares of common stock were issued to nor sold by the reporting person pursuant to this transaction.
- The phantom units vest in equal annual installments on the first, second and third anniversaries of the date of grant, February 13, 2019.

**Remarks:**

/s/ Craig N. Adams, by Kyle A. Ellis as attorney-in-fact 02/18/2020

\*\* 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.