

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>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2012</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		
5400 LBJ FREEWAY, SUITE 1500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>DALLAS</u>	<u>TX</u>	<u>75240</u>						
(City)	(State)	(Zip)						

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	02/02/2012		P		1,000	A	\$11.5	1,000	D	
Common Stock	02/02/2012		G		1,000	D	\$0	0	D	
Common Stock ⁽¹⁾	02/02/2012		G		1,000	A	\$0	20,000	I	See footnote ⁽²⁾
Common Stock ⁽¹⁾	02/02/2012		P		4,000	A	\$11.85	4,000	I	See footnote ⁽³⁾
Common Stock	02/07/2012		P		100,000	A	\$12	100,000	D	
Common Stock ⁽¹⁾	02/07/2012		P		37,300	A	\$12	793,833	I	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾	02/07/2012		C		250,000	A	⁽⁵⁾	1,043,833	I	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾	02/07/2012		C		315,350	A	⁽⁵⁾	1,208,640	I	See footnote ⁽⁶⁾
Common Stock ⁽¹⁾	02/07/2012		C		315,350	A	⁽⁵⁾	1,208,640	I	See footnote ⁽⁷⁾
Common Stock ⁽¹⁾	02/08/2012		P		1,100	A	\$12	1,044,933	I	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾								135,500	I	See footnote ⁽⁸⁾
Common Stock ⁽¹⁾								50,000	I	See footnote ⁽⁹⁾

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				
Class B Common Stock	⁽⁵⁾	02/07/2012		C			250,000	⁽⁵⁾	⁽⁵⁾	Common Stock	250,000	\$0	0	I	See footnote ⁽⁴⁾
Class B Common Stock	⁽⁵⁾	02/07/2012		C			315,350	⁽⁵⁾	⁽⁵⁾	Common Stock	315,350	\$0	0	I	See footnote ⁽⁶⁾
Class B Common Stock	⁽⁵⁾	02/07/2012		C			315,350	⁽⁵⁾	⁽⁵⁾	Common Stock	315,350	\$0	0	I	See footnote ⁽⁷⁾

Explanation of Responses:

1. 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.

2. Represents shares held of record by two of the reporting person's college age children.
3. Represents shares held of record by the reporting person's spouse through her Individual Retirement Account.
4. 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.
5. The Class B common stock automatically converted into shares of common stock on a one-for-one basis upon the consummation of the Issuer's initial public offering. The shares of Class B common stock had no expiration date.
6. 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.
7. 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.
8. 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.
9. 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.

/s/ Joseph Wm. Foran

02/09/2012

** 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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