Memorial Resource Development Corp. Form 4 November 21, 2014

	21, 2014										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
	Washington, D.C. 20549						DMMISSION	OMB Number:	3235-0287		
Check the check	nger				~~			Expires:	January 31, 2005		
subject t Section Form 4	to STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES						Estimated a burden hour response	verage		
Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Bahr Anthony Franklin			2. Issuer Name and Ticker or Trading Symbol Memorial Resource Development				5. Relationship of Reporting Person(s) to Issuer				
			orp. [MRD]		opiik		(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner Officer (give titleX Other (specify				
9805 KATY FREEWAY, SUITE 400			11/21/2014				below) below) Member-13(d) group own > 10%				
(Street)			Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HOUSTON	N, TX 77024					Ī	Form filed by Mo Person	ore than One Re	porting		
(City)	(State)	(Zip)	Table I - Non-	Derivative S	Securi	ties Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	11/21/2014		S	362,099	D	\$ 22.252	11,637,489	D			
Common Stock							580,000 <u>(1)</u>	Ι	By: WHR Incentive LLC		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Bahr Anthony Franklin 9805 KATY FREEWAY, SUITE 400 HOUSTON, TX 77024

Reporting Owner Name / Address

Signatures

/s/ Anthony 11/21/2014 Bahr

<u>**</u>Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

10% Owner

Director

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Member-13(d) group own > 10%

Relationships

Officer Other