

Matador Resources Co  
 Form 4  
 February 23, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Foran Joseph Wm

2. Issuer Name and Ticker or Trading Symbol  
 Matador Resources Co [MTDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 5400 LBJ FREEWAY, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)  
 02/19/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

DALLAS, TX 75240

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/07/2016		G	V 2,488 (1) D \$ 0 0 (2)	I	See footnote (3)	
Common Stock	01/07/2016		G	V 2,488 (4) D \$ 0 0 (2)	I	See footnote (5)	
Common Stock	01/07/2016		G	V 2,488 (1) A \$ 0 2,488 (2)	I	See footnote (6)	
Common Stock	01/07/2016		G	V 2,488 (4) A \$ 0 4,976 (2)	I	See footnote (6)	
Common Stock	02/19/2016		A	94,230 (7) A \$ 0 216,652 (8) (9) (10)	D		

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Common Stock	1,084,933 <u>(2)</u>	I	See footnote <u>(11)</u>
Common Stock	4,000 <u>(2)</u>	I	See footnote <u>(12)</u>
Common Stock	165,050 <u>(2)</u>	I	See footnote <u>(13)</u>
Common Stock	43,750 <u>(2)</u>	I	See footnote <u>(14)</u>
Common Stock	370,878 <u>(2)</u>	I	See footnote <u>(15)</u>
Common Stock	370,878 <u>(2)</u>	I	See footnote <u>(16)</u>
Common Stock	239,963 <u>(2)</u>	I	See footnote <u>(17)</u>
Common Stock	239,963 <u>(2)</u>	I	See footnote <u>(18)</u>
Common Stock	22,485 <u>(2)</u>	I	See footnote <u>(19)</u>
Common Stock	22,485 <u>(2)</u>	I	See footnote <u>(20)</u>
Common Stock	104,048 <u>(2)</u>	I	See footnote <u>(21)</u>
Common Stock	104,048 <u>(2)</u>	I	See footnote <u>(22)</u>
Common Stock	109,011 <u>(2)</u>	I	See footnote <u>(23)</u>
Common Stock	109,011 <u>(2)</u>	I	See footnote <u>(24)</u>
Common Stock	387,418 <u>(2)</u>	I	See footnote

Common Stock	387,418 <sup>(2)</sup>	I	(25) See footnote (26)
Common Stock	119,500 <sup>(2)</sup>	I	See footnote (27)
Common Stock	50,000 <sup>(2)</sup>	I	See footnote (28)
Common Stock	270 <sup>(2)</sup>	I	See footnote (29)

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option	\$ 15	02/19/2016		A	235,465	<sup>(30)</sup> 02/18/2021	Common Stock 235,465

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foran Joseph Wm 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240	X		Chairman and CEO	

## Signatures

/s/ Joseph Wm. Foran, by Kyle A. Ellis as  
attorney-in-fact

02/23/2016

\_\_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).
- (1) Represents a terminating distribution of a total of 2,488 shares from the JWF 2014-1 GRAT, pursuant to the terms of the trust, pro rata to each of the LRF 2011 Non-GST Trust, WJF 2011 Non-GST Trust, JNF 2011 Non-GST Trust, SIF 2011 Non-GST Trust and MCF 2011 Non-GST Trust (collectively, the "Non-GST Trusts").
  - (2) 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.
  - (3) Represents shares held of record by the JWF 2014-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
  - (4) Represents a terminating distribution of a total of 2,488 shares from the NNF 2014-1 GRAT, pursuant to the terms of the trust, pro rata to each of the Non-GST Trusts.
  - (5) Represents shares held of record by the NNF 2014-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
  - (6) Represents shares held of record collectively by the Non-GST Trusts. The reporting person and his spouse, as settlors of each of the Non-GST Trusts, retain the power of substitution with respect to the property of the Non-GST Trusts.
  - (7) 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.
  - (8) Includes 17,094 shares of restricted stock granted to the reporting person on March 7, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 7, 2016.
  - (9) Includes 40,000 shares of restricted stock granted to the reporting person on March 8, 2013. Such shares of restricted stock will vest on the fourth anniversary of the date of grant, March 8, 2017.
  - (10) Includes 10,026 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.
  - (11) 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.
  - (12) Represents shares held of record by the reporting person's spouse through her Individual Retirement Account.
  - (13) Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.
  - (14) Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee.
  - (15) 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.
  - (16) 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.
  - (17) Represents shares held of record by the JWF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
  - (18) Represents shares held of record by the NNF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
  - (19) Represents shares held of record by the JWF 2014-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
  - (20) Represents shares held of record by the NNF 2014-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

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- (21) Represents shares held of record by the JWF 2015-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (22) Represents shares held of record by the NNF 2015-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (23) Represents shares held of record by the JWF 2015-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (24) Represents shares held of record by the NNF 2015-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.  
  
Represents shares held of record by the JWF 2016-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 153,175 shares gifted to the trust following their distribution from the JWF 2011-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2011-1 GRAT. Also includes 79,589 shares gifted to the trust following their distribution from the JWF 2014-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2014-1 GRAT. Also includes 127,003 shares gifted to the trust following their distribution from the JWF 2015-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2015-1 GRAT. Also includes 27,651 shares gifted to the trust by its settlor.
- (25) Represents shares held of record by the NNF 2016-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 153,175 shares gifted to the trust following their distribution from the NNF 2011-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2011-1 GRAT. Also includes 79,589 shares gifted to the trust following their distribution from the NNF 2014-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2014-1 GRAT. Also includes 127,003 shares gifted to the trust following their distribution from the NNF 2015-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2015-1 GRAT. Also includes 27,651 shares gifted to the trust by its settlor.
- (26) 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.
- (27) 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.
- (28) Represents shares held of record by the Individual Retirement Account of the reporting person's adult child, who gave the reporting person investment power over such shares through a revocable power of attorney.
- (29) The employee stock options vest on the third anniversary of the date of grant, February 19, 2019.

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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