

Edgar Filing: Matador Resources Co - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krug George G 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240			SVP - Mktg and Midstream	

Signatures

/s/ George G. Krug, by Kyle A. Ellis as attorney-in-fact 03/21/2016

**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 shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 1,103 shares of restricted stock that were granted to the reporting person on March 17, 2014. No shares were sold by the reporting person to satisfy this tax liability.
 - (2) Includes 13,960 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 8,696 shares of restricted stock granted to the reporting person on October 5, 2015 that vest on the third anniversary of the date of grant, October 5, 2018.
 - (4) Includes 2,500 shares of restricted stock granted to the reporting person on January 21, 2015 that vest on the third anniversary of the date of grant, January 21, 2018.
 - (5) Includes 1,104 shares of restricted stock granted to the reporting person on March 17, 2014 that vest on the fourth anniversary of the date of grant, March 17, 2018.
 - (6) Includes 1,000 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.

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.