

Macalik Robert T
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
Macalik Robert T

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)
02/16/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Chief Accounting Officer

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/16/2018 | | F | 831 ⁽¹⁾ D \$ 29.68 | 29,868 ⁽²⁾ ⁽³⁾ ₍₄₎ ₍₅₎ ₍₆₎ | D | |
| Common Stock | 02/16/2018 | | A | 17,969 ₍₇₎ A \$ 0 | 47,837 ⁽²⁾ ⁽³⁾ ₍₄₎ ₍₅₎ ₍₆₎ | D | |

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

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SEC 1474 (9-02)

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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) | 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 or Number of Shares |
| Employee Stock Option | \$ 29.68 | 02/16/2018 | | A | 21,097 | (8) 02/15/2024 | Common Stock 21,097 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Macalik Robert T 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240 | | | SVP, Chief Accounting Officer | |

Signatures

/s/ Robert T. Macalik, by Kyle A. Ellis as attorney-in-fact 02/20/2018

**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 1,861 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.
 - (2) Includes 6,973 shares of restricted stock granted to the reporting person on July 6, 2017 that vest on the third anniversary of the date of grant.
 - (3) Includes 3,724 shares of restricted stock granted to the reporting person on February 16, 2017 that vest in equal annual installments on the second and third anniversaries of the date of grant.
 - (4) Includes 4,167 shares of restricted stock granted to the reporting person on August 22, 2016 that vest in equal annual installments on the second and third anniversaries of the date of grant.
 - (5) Includes 5,669 shares of restricted stock granted to the reporting person on July 18, 2016 that vest on the third anniversary of the date of grant.
 - (6) Includes 7,000 shares of restricted stock granted to the reporting person on July 6, 2015 that vest on the third anniversary of the date of grant.

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- (7) Represents shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal annual installments on the first, second and third anniversaries of the date of grant.
- (8) The employee stock options vest in equal annual installments on the first, second and third anniversaries of the date of grant.

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.