

Lancaster David E
 Form 4
 January 04, 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 *
 Lancaster David E

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)
 01/02/2018

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

(Street)
 DALLAS, TX 75240

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 01/02/2018 | | M | V Amount (A) or (D) Price \$ 8.21 | 385,162 ⁽¹⁾ <u>(2) (3) (4) (5) (6)</u> | D | |
| Common Stock | 01/02/2018 | | F | <u>(7)</u> 35,843 D \$ 31.59 | 349,319 ⁽¹⁾ <u>(2) (3) (4) (5) (6)</u> | D | |
| Common Stock | | | | | 75,500 | I | Represents shares held of record by the reporting person's Individual Retirement |

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- (3) Includes 1,804 shares of restricted stock granted to the reporting person on April 30, 2015 that vest on the third anniversary of the date of grant.
- (4) Includes 4,375 shares of restricted stock granted to the reporting person on January 21, 2015 that vest on the third anniversary of the date of grant.
- (5) Includes 5,342 shares of restricted stock granted to the reporting person on March 7, 2014 that vest on the fourth anniversary of the date of grant.
- (6) Includes 1,903 shares of restricted stock granted to the reporting person on February 11, 2014 that vest on the fourth anniversary of the date of grant.

- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and the
- (7) tax liability upon the exercise of 62,500 employee stock options that were granted to the reporting person on March 8, 2013. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
 - (8) The employee stock options vested in two equal biennial installments and were fully vested as of March 8, 2017.

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.