

Matador Resources Co
 Form 3
 February 23, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Krug George G | | (Month/Day/Year) | Matador Resources Co [MTDR] | |
| (Last) | (First) | (Middle) | 02/19/2016 | |
| 5400 LBJ FREEWAY, SUITE 1500 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS, TX 75240 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP - Mktg and Midstream | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 17,975 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option | Â (5) | 04/15/2017 | Common Stock | 8,000 | \$ 10.49 | D | Â |
| Employee Stock Option | Â (6) | 03/11/2017 | Common Stock | 37,500 | \$ 8.18 | D | Â |
| Employee Stock Option | Â (7) | 03/16/2019 | Common Stock | 4,413 | \$ 22.66 | D | Â |
| Employee Stock Option | Â (8) | 01/20/2020 | Common Stock | 5,714 | \$ 22.01 | D | Â |

Reporting Owners

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

Signatures

/s/ George G. Krug, 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 5(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) Includes 8,696 shares of restricted stock granted to the reporting person on October 5, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, October 5, 2018.
- (2) Includes 2,500 shares of restricted stock granted to the reporting person on January 21, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, January 21, 2018.
- (3) Includes 2,207 shares of restricted stock granted to the reporting person on March 17, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
- (4) 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.
- (5) As of the date of this report, half of the employee stock options are vested and exercisable and half will vest on the fourth anniversary of the date of grant, April 16, 2016.
- (6) The employee stock options vest on the third anniversary of the date of grant, March 12, 2016.
- (7) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
- (8) The employee stock options vest on the third anniversary of the date of grant, January 21, 2018.

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.