

Matador Resources Co
Form 4
April 10, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Krug George G

(Last) (First) (Middle)

5400 LBJ FREEWAY, SUITE 1500

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Matador Resources Co [MTDR]

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

04/06/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP - Mktg and Midstream

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

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)
Common Stock	04/06/2017		M	8,000 A	\$ 71,410 ⁽¹⁾ ⁽²⁾ 10.49 ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾	D	
Common Stock	04/06/2017		F	5,300 ⁽⁶⁾ D	\$ 66,110 ⁽¹⁾ ⁽²⁾ 24.07 ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾	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)	8. Amount or Number of Shares
Employee Stock Option	\$ 10.49	04/06/2017		M	8,000	<u>(7)</u> 04/15/2017	Common Stock	8,000

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

04/10/2017

__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) Includes 18,342 shares of restricted stock granted to the reporting person on February 15, 2017 that vest in equal annual installments on the first, second and third anniversaries of the date of grant.
- (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.
- (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.
- (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.
- (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.
- (6)

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Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 8,000 employee stock options that were granted to the reporting person on April 16, 2012. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.

- (7) The employee stock options vested in two equal biennial installments beginning on the second anniversary of the date of grant and were fully vested as of 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.

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