Matador Resources Co Form 4 April 13, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FORRESTER JULIA P.			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		Mata	lor Resourc	es Co [M	ITDR	<u>[</u>	(Cho	eck all applicable	e)	
(Last)	(First) (M		of Earliest Tr	ransaction						
			(Month/Day/Year)				X Director		6 Owner er (specify	
			04/11/2017				below) below)			
	(Street) 4. If An			If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)				Applicable Line)					
DALLAS, TX 75240							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Ta	ble I - Non-E	Derivative :	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Secur			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date,	if Transacti Code	1 7		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(Instr. 3)		any (Month/Day/Ye		(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
		`	, , ,				Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported			
					(A)		Transaction(s)			
			Code V	' Amount	or	Price	Transaction(s) (Instr. 3 and 4)			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5.	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(i.i.dia. Dayi Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/) e		Underlying Securities (Instr. 3 and 4	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amour or Numbe of Shares	er	

Reporting Owners

Reporting Owner Name / Address	Relationships						
· r	Director	10% Owner	Officer	Other			
FORRESTER JULIA P.							
5400 LBJ FREEWAY	X						
SUITE 1500	Λ						
DALLAS, TX 75240							

Signatures

/s/ Julia P. Forrester, by Kyle A. Ellis as attorney-in-fact

04/13/2017

Date

**Signature of Reporting Person

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).

Represents restricted stock units granted to the reporting person on April 11, 2017. Such restricted stock units will vest, and an equal (1) number of shares of common stock will be deliverable to the reporting person, 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.

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