

Matador Resources Co
Form 4
April 13, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Robinson Bradley M

(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)
04/12/2017

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 below) ____ Other (specify below)
CTO, SVP-Reservoir Engineering

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 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	04/12/2017		M	20,000 (A) or (D)	\$ 235,481 ⁽¹⁾ (2) (3) 10.49	D	
Common Stock	04/12/2017		F	13,503 (4)	\$ 221,978 ⁽¹⁾ (2) (3) 23.31	D	
Common Stock					50,000	I	Represents shares held of record by the reporting person's Individual Retirement

Account.

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

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(9-02)

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	\$ 10.49	04/12/2017		M		20,000		<u>(5)</u>	04/15/2017	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Robinson Bradley M 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240	CTO, SVP-Reservoir Engineering

Signatures

/s/ Bradley M. Robinson, by Kyle A. Ellis as
attorney-in-fact

04/13/2017

__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 the grant.
- (2) Includes 16,287 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant.

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- (3) Includes 1,332 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 tax
- (4) liability upon the exercise of 20,000 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.
- (5) 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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