

Matador Resources Co  
Form 4  
August 11, 2015

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
London Ryan C

(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)  
08/07/2015

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)

EVP

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/07/2015		M		10,000	A	\$ 9	102,944 <sup>(1)</sup> <u>(2) (3) (4) (5) (6)</u>	D	
Common Stock	08/07/2015		F		4,976 <u>(7)</u>	D	\$ 21.51	97,968 <sup>(1) (2)</sup> <u>(3) (4) (5) (6)</u>	D	
Common Stock	08/07/2015		M		9,375	A	\$ 10.49	107,343 <sup>(1)</sup> <u>(2) (3) (4) (5) (6)</u>	D	
Common Stock	08/07/2015		F		5,886 <u>(8)</u>	D	\$ 21.51	101,457 <sup>(1)</sup> <u>(2) (3) (4) (5) (6)</u>	D	
Common Stock	08/07/2015		M		19,500	A	\$ 8.18	120,957 <sup>(1)</sup> <u>(2) (3) (4) (5) (6)</u>	D	

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Common Stock 08/07/2015 F 10,721 (9) D \$ 21.51 110,236 (1) (2) (3) (4) (5) (6) D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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	\$ 9	08/07/2015		M	10,000	(10) 02/21/2020	Common Stock 10,000
Employee Stock Option	\$ 10.49	08/07/2015		M	9,375	(11) 04/15/2017	Common Stock 9,375
Employee Stock Option	\$ 8.18	08/07/2015		M	19,500	(12) 03/11/2018	Common Stock 19,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
London Ryan C 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240	EVP

## Signatures

/s/ Ryan C. London, by Kyle A. Ellis as attorney-in-fact

08/11/2015

\_\_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 2,706 shares of restricted stock granted to the reporting person on April 30, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, April 30, 2018.
- (2) Includes 13,125 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 20,032 shares of restricted stock granted to the reporting person on March 7, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 7, 2016.
- (4) Includes 5,074 shares of restricted stock granted to the reporting person on February 11, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, February 11, 2016.
- (5) Includes 19,500 shares of restricted stock granted to the reporting person on March 12, 2013. Such shares of restricted stock will vest on the fourth anniversary of the date of grant, March 12, 2017.
- (6) Includes 2,344 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.
- (7) 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 10,000 stock options. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (8) 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 9,375 stock options. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (9) 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 19,500 stock options. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (10) The options vested ratably over four years from the date of grant, February 22, 2010, and were fully vested as of February 22, 2014.
- (11) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, April 16, 2014.
- (12) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 12, 2015.

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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