

Mitchell Gregory E
 Form 4
 March 12, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mitchell Gregory E

2. Issuer Name and Ticker or Trading Symbol
 Matador Resources Co [MTDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5400 LBJ FREEWAY, SUITE 1500
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/08/2013

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

DALLAS, TX 75240
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 03/08/2013 | | A | (A) or (D) Price 2,306 (1) A \$ 0 | 10,801 (2) (3) (4) (5) | D | |
| Common Stock | | | | | 191,292 | I | See footnote (6) |

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

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SEC 1474 (9-02)

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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mitchell Gregory E 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240 | | X | | |

Signatures

/s/ Gregory E. Mitchell, by Kyle A. Ellis as attorney-in-fact

03/12/2013

**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) Represents restricted stock units granted to the reporting person on March 8, 2013. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, March 8, 2014.

(2) Includes 2,224 restricted stock units granted to the reporting person on November 8, 2012. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, November 8, 2013.

(3) Includes 1,825 restricted stock units granted to the reporting person on September 13, 2012. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, September 13, 2013.

(4) Includes 1,745 restricted stock units granted to the reporting person on June 29, 2012. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, June 29, 2013.

(5) Includes 1,701 restricted stock units granted to the reporting person on April 11, 2012. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, April 11, 2013.

(6) Represents shares held of record by JAMAL Enterprises, LP, for which the reporting person has sole voting and investment power.

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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