

Matador Resources Co
 Form 4
 September 09, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Foran Joseph Wm

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/08/2014

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

(Street)
 DALLAS, TX 75240

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

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock | 09/08/2014 | | P | 2,000 A \$ 25 | 158,550 ⁽¹⁾ | I | See footnote ⁽²⁾ |
| Common Stock | 09/08/2014 | | P | 2,000 A \$ 25 | 37,250 ⁽¹⁾ | I | See footnote ⁽³⁾ |
| Common Stock | | | | | 121,250 ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ | D | |
| Common Stock | | | | | 1,084,933 ⁽¹⁾ | I | See footnote ⁽⁹⁾ |
| Common Stock | | | | | 4,000 ⁽¹⁾ | I | See footnote ⁽¹⁰⁾ |

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| | | | |
|--------------|--------------------|---|--------------------------|
| Common Stock | 675,293 <u>(1)</u> | I | See footnote <u>(11)</u> |
| Common Stock | 675,293 <u>(1)</u> | I | See footnote <u>(12)</u> |
| Common Stock | 312,190 <u>(1)</u> | I | See footnote <u>(13)</u> |
| Common Stock | 312,190 <u>(1)</u> | I | See footnote <u>(14)</u> |
| Common Stock | 161,888 <u>(1)</u> | I | See footnote <u>(15)</u> |
| Common Stock | 161,888 <u>(1)</u> | I | See footnote <u>(16)</u> |
| Common Stock | 59,269 <u>(1)</u> | I | See footnote <u>(17)</u> |
| Common Stock | 59,269 <u>(1)</u> | I | See footnote <u>(18)</u> |
| Common Stock | 135,500 <u>(1)</u> | I | See footnote <u>(19)</u> |
| Common Stock | 50,000 <u>(1)</u> | I | See footnote <u>(20)</u> |
| Common Stock | 270 <u>(1)</u> | I | See footnote <u>(21)</u> |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|----------------------------------------------------------|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|----------------------------------------------------------|-----------------------------------|---------------------------------|------------------------------------|

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- (9) Represents shares held of record by Sage Resources, Ltd., which is a limited partnership owned by the reporting person's family, including the reporting person.
- (10) Represents shares held of record by the reporting person's spouse through her Individual Retirement Account.
- (11) Represents shares held of record by the JWF 2011-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (12) Represents shares held of record by the NNF 2011-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (13) Represents shares held of record by the JWF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (14) Represents shares held of record by the NNF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (15) Represents shares held of record by the JWF 2014-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (16) Represents shares held of record by the NNF 2014-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (17) Represents shares held of record by the JWF 2014-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (18) Represents shares held of record by the NNF 2014-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (19) Represents shares held of record by The Don Foran Family Trust 2008, for which the reporting person is the co-trustee and over which the reporting person has shared voting and investment power with other members of his family.
- (20) Represents shares held of record by The Foran Family Special Needs Trust for which the reporting person is the co-trustee and over which the reporting person has shared voting and investment power with other members of his family.
- (21) Represents shares held of record by the Individual Retirement Account of the reporting person's adult child, who gave the reporting person investment power over such shares through a revocable power of attorney.

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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