

Matador Resources Co
 Form 4
 January 23, 2015

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 *
 London Ryan C

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)
 01/21/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP and General Manager

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	01/21/2015		A	V Amount 13,125 (1)	(A) or (D) Price \$ 0	92,803 (2) (3) (4) (5) (6) (7)	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 22.01	01/21/2015		A	10,000	(8)	01/20/2020	Common Stock	10,000

Reporting Owners

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

Signatures

/s/ Ryan C. London, by Kyle A. Ellis as attorney-in-fact
 01/23/2015
 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) Represents 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
Includes 4,688 shares of restricted stock granted to the reporting person on April 16, 2012. Such shares of restricted stock will vest following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.
- (7) Includes 4,688 restricted stock units granted to the reporting person on April 16, 2012. Such restricted stock units will vest, and an applicable number of shares of common stock will be deliverable to the reporting person, following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the

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reporting person's award agreement.

(8) The employee stock options vest on the third anniversary of the date of grant, January 21, 2018.

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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