

Lancaster David E
 Form 4
 February 20, 2018

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 *
 Lancaster David 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

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/15/2018 | | F | (A) or (D) D | 4,170 (1) \$ 29.57 | D | |
| Common Stock | 02/16/2018 | | A | (A) or (D) A | 42,677 (6) \$ 0 | D | |
| Common Stock | | | | | 75,500 | 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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|-------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 29.68 | 02/16/2018 | | A | 50,105 | (7) 02/15/2024 | Common Stock | 50,105 | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lancaster David E 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240 | | | EVP and CFO | |

Signatures

/s/ David E. Lancaster, by Kyle A. Ellis as attorney-in-fact 02/20/2018

__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 withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 10,595 shares of restricted stock that were granted to the reporting person on February 15, 2017. No shares were sold by the reporting person to satisfy this tax liability.
 - (2) Includes 21,191 shares of restricted stock granted to the reporting person on February 15, 2017 that vest in equal annual installments on the second and third anniversaries of the date of grant.

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- (3) Includes 24,866 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant.
- (4) Includes 1,804 shares of restricted stock granted to the reporting person on April 30, 2015 that vest on the third anniversary of the date of grant.
- (5) Includes 5,342 shares of restricted stock granted to the reporting person on March 7, 2014 that vest on the fourth anniversary of the date of grant.
- (6) Represents shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal annual installments on the first, second and third anniversaries of the date of grant.
- (7) The employee stock options vest in equal annual installments on the first, second and third anniversaries of the date of grant.

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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