Matador Resources Co Form 4 April 18, 2014

Check this box

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addro London Ryan C	•	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Matador Resources Co [MTDR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
5400 LBJ FREEWAY, SUITE 1500			04/16/2014	_X_ Officer (give title Other (specif			
				below) below)  VP and General Manager			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
DALLAS, TX	75240			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Toble I. Non Derivative Securities Acc	vuined Disposed of an Popoficially Own			

(Instr. 3 and 4) Code Amount (D) Price Common  $79,678 \stackrel{(2)}{=} \stackrel{(3)}{=}$ \$ 642 (1) D 04/16/2014 F D (4) (5) (6) (7) 26.03 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
					LACICISABIC	Dute		of			
				Code V	(A) (D)				Shares		

# **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. 04/18/2014 London

\*\*Signature of Date
Reporting Person

## **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 to satisfy tax liability in connection with the vesting of restricted stock. No shares were sold.
- (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 following the fourth anniversary of the date of grant, March 12, 2017.
- Includes 4,688 shares of restricted stock granted to the reporting person on April 16, 2012, less 642 shares withheld by the Issuer to (5) satisfy tax liability in connection with the April 16, 2014 vesting of 2,344 shares. The remaining 2,344 shares of restricted stock will 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.