

Hairford Matthew V
Form 4
November 28, 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 *
Hairford Matthew V

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)
11/27/2018

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

(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 (A) or (D) Price | | | |
| Common Stock | 06/26/2018 | | G | V 8,062 ⁽¹⁾ D \$ 0 | 356,929 ⁽²⁾ _{(3) (4)} | D | |
| Common Stock | 06/26/2018 | | G | V 8,062 ⁽¹⁾ A \$ 0 | 8,062 ⁽⁵⁾ | I | See footnote ⁽⁶⁾ |
| Common Stock | 08/03/2018 | | G | V 253,556 ⁽¹⁾ D \$ 0 | 103,373 ⁽²⁾ _{(3) (4)} | D | |
| Common Stock | 08/03/2018 | | G | V 253,556 ⁽¹⁾ A \$ 0 | 261,618 ⁽⁵⁾ | I | See footnote ⁽⁶⁾ |
| Common Stock | 11/27/2018 | | P | 1,000 A \$ 22.27 | 262,618 ⁽⁵⁾ | I | See footnote ⁽⁶⁾ |

| | | | |
|--------------|-------|---|---|
| Common Stock | 5,000 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hairford Matthew V
5400 LBJ FREEWAY
SUITE 1500
DALLAS, TX 75240

President

Signatures

/s/ Matthew V. Hairford, by Kyle A. Ellis as attorney-in-fact

11/28/2018

__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 a gift of shares of common stock by the reporting person to the Hairford Family Trust.
- (2) Includes 47,169 shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal installments on the first, second and third anniversaries of the date of grant.
- (3) Includes 24,212 shares of restricted stock granted to the reporting person on February 15, 2017 that vest in equal installments on the second and third anniversaries of the date of grant.
- (4) Includes 31,992 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant.

The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of these shares. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

- (6) Represents shares held of record by the Hairford Family Trust for which both the reporting person and his spouse are trustees.

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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