

Matador Resources Co
Form 4
February 13, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
London Ryan C

(Last) (First) (Middle)

5400 LBJ FREEWAY, SUITE 1500

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Matador Resources Co [MTDR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP and General Manager

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/11/2014		A	(A) or (D) 5,074 (1)	Price \$ 0	60,288 (2) (3) (4) (5)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

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

02/13/2014

__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 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.
- (2) 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.
- (3) Includes 4,688 shares of restricted stock granted to the reporting person on April 16, 2012. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, April 16, 2014.
- (4) 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.
- (5) 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 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.

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