

King Scott E  
 Form 3  
 February 01, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| King Scott E                              |         | (Month/Day/Year)                     | Matador Resources Co [NONE]  |  |
| (Last)                                    | (First) | (Middle)                             | 02/01/2012   |  |
| 5400 LBJ FREEWAY, SUITE 1500              |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| DALLAS, TX 75240                          |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | VP-Geophysics & New Ventures   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock            | 734,625   | D  | ^   |
| Class A Common Stock            | 48,375  | I  | See footnote <sup>(1)</sup>                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

## Edgar Filing: King Scott E - Form 3

|                             | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|----------------------|----------------------------|---------------------|---|---|
| Stock Option (right to buy) | Â (2)            | 02/07/2012      | Class A Common Stock | 22,500                     | \$ 9                | D   | Â |
| Stock Option (right to buy) | Â (3)            | 02/12/2013      | Class A Common Stock | 15,000                     | \$ 10               | D   | Â |
| Class B Common Stock        | Â (4)            | Â (4)           | Class A Common Stock | 150,000                    | \$ (4)              | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| King Scott E<br>5400 LBJ FREEWAY, SUITE 1500<br>DALLAS, TX 75240 | Â             | Â         | Â VP-Geophysics & New Ventures | Â     |

## Signatures

/s/ Scott E. King                      01/30/2012

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 held of record by the reporting person's three minor or college age children. 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.

(2) The stock options are fully vested and exercisable as of the day of this report.

(3) The stock options vest in four equal annual installments beginning on February 13, 2009.

(4) The Class B common stock is convertible into shares of Class A common stock on a one-for-one basis at any time by the reporting person and shall automatically convert into shares of Class A common stock on a one-for-one basis upon the consummation of the issuer's initial public offering. The shares of Class B common stock have no expiration date.

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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