Ohnimus Steven W Form 4 November 16, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ohnimus Steven W Issuer Symbol Matador Resources Co [MTDR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X Director 10% Owner Officer (give title Other (specify 5400 LBJ FREEWAY, SUITE 1500 11/14/2012 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75240

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Form: Direct Indirect Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 98,022 (1) (2) Common \$ 11/14/2012 P 1,000 D (3)(4)Stock 8.51

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities		Securities (Instr. 3 and 4)	(Instr. 5)	Bene	
	Derivative								Owne	
	Security				Acquired	equired				Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
					. , , ,		Date	or		
								Number		
								of		
								Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Ohnimus Steven W X

5400 LBJ FREEWAY, SUITE 1500 DALLAS, TX 75240

Signatures

/s/ Steven W. Ohnimus, by David E. Lancaster as attorney-in-fact

11/16/2012

**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).
- Includes 2,224 restricted stock units granted to the reporting person on November 8, 2012. Such restricted stock units will vest, and an (1) equal number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, November 8, 2013.
- Includes 1,825 restricted stock units granted to the reporting person on September 13, 2012. Such restricted stock units will vest, and an (2) equal number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, September 13, 2013.
- Includes 1,745 restricted stock units granted to the reporting person on June 29, 2012. Such restricted stock units will vest, and an equal (3) number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, June 29, 2013.
- Includes 1,701 restricted stock units granted to the reporting person on April 11, 2012. Such restricted stock units will vest, and an equal (4) number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, April 11, 2013.

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.

Reporting Owners 2