#### Edgar Filing: Matador Resources Co - Form 4

Matador Resour	ces Co										
Form 4	1 /										
February 13, 20									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this box if no longer subject to Section 16. Form 4 or				ANGES IN BENEFICIAL OWNE SECURITIES on 16(a) of the Securities Exchange A					Expires: Estimated a burden hou response	rs per	
obligations may continue <i>See</i> Instructio 1(b).	Section 17(a)	) of the Pu	ublic Uti		ing Com	pany	Act o	f 1935 or Sectio	n		
(Print or Type Resp	onses)										
Adams Craig N S			2. Issuer Name <b>and</b> Ticker or Trading Symbol Matador Resources Co [MTDR]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 5400 LBJ FREI	· · · ·	(]	3. Date of 1 Month/Da 02/11/20	-	nsaction			Director X Officer (give below)	10%	o Owner er (specify	
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, TX 7	75240							Form filed by M Person	Iore than One Re	eporting	
(City)	(State) (Z	Zip)	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
	Transaction Date Aonth/Day/Year)		ed Date, if	3. Transactic Code	4. Securit onAcquired Disposed (Instr. 3,	ties l (A) o l of (D	r )	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common 02 Stock 02	2/11/2014			А	3,171 (1)	A	\$0	35,171 (2) (3) (4)	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 I S ((	
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	\$ 19.71	02/11/2014		А	6,342		(5)	02/10/2019	Common Stock	6,342	

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Adams Craig N 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240			EVP - Land & Legal				
Signatures							
/s/ Craig N.	12/2014						

Adams <u>\*\*</u>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 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 15,000 shares of restricted stock granted to the reporting person on March 8, 2013. Such shares of restricted stock will vest following the fourth anniversary of the date of grant, March 8, 2017.

Includes 5,000 shares of restricted stock granted to the reporting person on November 8, 2012. Such shares of restricted stock have vested or will vest as follows: (i) one-sixth of the shares vested immediately; (ii) one-sixth of the shares vested on the first anniversary of the

- (3) of win vest as follows. (i) one-station of the shares vested initial and vest as follows. (i) one-station of the shares vest of the shares vest on the second anniversary of the date of grant, November 8, 2013; (iii) one-third of the shares vest on the second anniversary of the date of grant, November 8, 2014; and (iv) one-third of the shares vest on the third anniversary of the date of grant, November 8, 2015.
- (4) Includes 5,000 shares of restricted stock granted to the reporting person on September 28, 2012. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, September 28, 2014.
- (5) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, February 11, 2016.

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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