Massad Wade Form 4 February 09, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Massad Wade	of Reporting Person *	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) (Fin	rst) (Middle)	3. Date of Earliest Transaction	(Check an applicable)			
5400 LBJ FREEW	AY, SUITE 1500	(Month/Day/Year) 02/07/2012	Director 10% Owner _X_ Officer (give title Other (specify below)  EVP - Capital Markets			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, TX 752	40		Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securit			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Month/Day/Tear)	any		ransaction(A) or Disposed of Code (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	8) (Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A) or		Reported Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/07/2012		P	18,000	A	\$ 12	53,000	I	See footnote (1)
Common Stock	02/07/2012		P	3,000	A	\$ 12	42,675	I	See footnote (2)

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.

#### Edgar Filing: Massad Wade - Form 4

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
					Exercisable	Date	Title	Number			
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Massad Wade

5400 LBJ FREEWAY, SUITE 1500 **EVP - Capital Markets** 

DALLAS, TX 75240

## **Signatures**

/s/ Wade 02/08/2012 Massad

\*\*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).

Represents shares held by Cleveland Capital L.P for which the reporting person is the co-managing member. 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) Represents shares held of record by the reporting person's Individual Retirement Account.

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.

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