Matador Resources Co Form 4 November 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LANEY DAVID M.			Issuer Name and Ticker or Trading Symbol Matador Resources Co [MTDR]					5. Relationship of Reporting Person(s) to Issuer				
(I+)	(F:t) (A	4: 1.11-7				(Check all applicable)						
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction (Manth/Day/Year)					X Director 10% Owner				
5400 LBJ FREEWAY, SUITE 1500			(Month/Day/Year) 10/29/2015					Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
DALLAS,	ΓX 75240		Filed(Mor	nth/Day/Year	r)				by One Reporting by More than One			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secui	rities A	cquired, Dispose	d of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	Disposed (Instr. 3,	(A) of (D))	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	10/29/2015			A	1,000 (1)	A	\$0	420,058	D			
Common Stock								66,000 (2)	I	Represents shares held of record by Laney Investments Ltd.		

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

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amour Underl Securit (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo 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			
LANEY DAVID M.							
5400 LBJ FREEWAY	X						
SUITE 1500	Λ						
DALLAS, TX 75240							

Signatures

/s/ David M. Laney, by Kyle A. Ellis as attorney-in-fact 11/02/2015

**Signature of 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 restricted stock units granted to the reporting person on October 29, 2015. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal annual installments on the first, second and third anniversaries of the date of grant.

Date

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.

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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