Adams Craig N Form 4 February 20, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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 * Adams Craig N			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			Matadoi	Resourc	es Co [MTDR]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction					
			(Month/D	ay/Year)		Director		Owner		
5400 LBJ FREEWAY, SUITE 1500			02/15/2019			_X_ Officer (give		er (specify		
						below) EVP - L:	below) and, Legal & Ac	lmin		
						, 2				
(Street)			4. If Ame	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)			Applicable Line)				
						X Form filed by				
DALLAS, TX 75240					Form filed by More than One Reporting Person					
(City)	(Stata)	(Zin)								
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner										
1.Title of	2. Transaction Da	te 2A. Deer	ned	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
Security (Month/Day/Year) Execution		on Date, if Transac		on(A) or Disposed of (D)	Securities	Form: Direct	Indirect			
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		
		(Month/I	Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ion Date 2A. Deemed y/Year) Execution Date, if any (Month/Day/Year)		4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	((
Common Stock	02/15/2019		F	3,475 (1)	D	\$ 19.31	152,064	D	
Common Stock	02/16/2019		F	5,009 (2)	D	\$ 19.31	147,055	D	
Common Stock	02/19/2019		F	9,785 (3)	D	\$ 18.7	137,270 (4) (5)	D	

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

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number.

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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	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)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	^	Title	Number		
						Encicionole Bute			of		
				Code V	(A) (D)				Shares		

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 & Admin

Signatures

/s/ Craig N. Adams, by Kyle A. Ellis as attorney-in-fact

02/20/2019

**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).
- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 8,829 shares of restricted stock that were granted to the reporting person on February 15, 2017. No shares were sold by the reporting person to satisfy this tax liability.
- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 12,728 shares of restricted stock that were granted to the reporting person on February 16, 2018. No shares were sold by the reporting person to satisfy this tax liability.
- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 24,866 shares of restricted stock that were granted to the reporting person on February 19, 2016. No shares were sold by the reporting person to satisfy this tax liability.
- (4) Includes 25,457 shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal annual installments on the second and third anniversaries of the date of grant.

(5)

Reporting Owners 2

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Includes 8,829 shares of restricted stock granted to the reporting person on February 15, 2017 that vest on the third anniversary of the date of grant.

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.