Lancaster David E Form 4 February 20, 2018

FORM 4

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Lancaster David E			nbol	and Ticker or Trading urces Co [MTDR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle) 3. [Date of Earliest	Transaction	(Check all applicable)		
5400 LBJ I	FREEWAY, SUI	` ` `	onth/Day/Year /15/2018)	Director X Officer (gi below)		` 1
(Street)			f Amendment,	Date Original	6. Individual or Joint/Group Filing(Check		
DALLAS,	TX 75240	File	ed(Month/Day/Y	'ear)	Applicable Line) _X_ Form filed by Form filed by Person		
(City)	(State)	(Zip)	Table I - Nor	n-Derivative Securities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. e, if Transac Code	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)				quired l of (D) 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(msu. 1)
Common	02/15/2018		Code V	Amount 4,170 (1)	(D)	Price \$ 29.57	346,351 (2) (3) (4) (5)	D	
Common Stock	02/16/2018		A	42,677 (6)	A	\$ 0	389,028 <u>(2)</u> (3) (4) (5)	D	
Common Stock	1						75,500	I	Represents

Represents shares held of record by the reporting person's Individual Retirement

Account.

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

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SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Date	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 29.68	02/16/2018		A	50,105	<u>(7)</u>	02/15/2024	Common Stock	50,105

Reporting Owners

Reporting Owner Name / Address	Relationships						
roporous o mar rumo / radaross	Director	10% Owner	Officer	Other			
Lancaster David E							
5400 LBJ FREEWAY			EVP and CFO				
SUITE 1500			EVF and CFO				

Signatures

DALLAS, TX 75240

/s/ David E. Lancaster, by Kyle A. Ellis as attorney-in-fact 02/20/2018

**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 10,595 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.
- (2) Includes 21,191 shares of restricted stock granted to the reporting person on February 15, 2017 that vest in equal annual installments on the second and third anniversaries of the date of grant.

Reporting Owners 2

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- (3) Includes 24,866 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant.
- (4) Includes 1,804 shares of restricted stock granted to the reporting person on April 30, 2015 that vest on the third anniversary of the date of grant.
- (5) Includes 5,342 shares of restricted stock granted to the reporting person on March 7, 2014 that vest on the fourth anniversary of the date of grant.
- (6) Represents shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal annual installments on the first, second and third anniversaries of the date of grant.
- (7) The employee stock options vest in equal annual installments on the first, second and third anniversaries 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.