

Macalik Robert T
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Macalik Robert T

 (Last) (First) (Middle)
 5400 LBJ FREEWAY, SUITE 1500

 (Street)
 DALLAS, TX 75240

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Matador Resources Co [MTDR]

 3. Date of Earliest Transaction
 (Month/Day/Year)
 02/16/2019

 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 SVP, Chief Accounting Officer

 6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	02/16/2019		F	V Amount (D) Price 733 ⁽¹⁾ D \$ 19.31	43,529	D	
Common Stock	02/16/2019		F	V Amount (D) Price 2,357 ⁽²⁾ D \$ 19.31	41,172 ^{(3) (4)} <u>(5) (6) (7)</u>	D	
Common Stock					1,550	I	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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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				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
Macalik Robert T 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240			SVP, Chief Accounting Officer	

Signatures

/s/ Robert T. Macalik, 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).

- (1) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 1,862 shares of restricted stock that were granted to the reporting person on February 16, 2017. No shares were sold by the reporting person to satisfy this tax liability.
- (2) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 5,989 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.

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reporting person to satisfy this tax liability.

- (3) Includes 11,980 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.
- (4) Includes 6,973 shares of restricted stock granted to the reporting person on July 6, 2017 that vest on the third anniversary of the date of grant.
- (5) Includes 1,862 shares of restricted stock granted to the reporting person on February 16, 2017 that vest on the third anniversary of the date of grant.
- (6) Includes 2,084 shares of restricted stock granted to the reporting person on August 22, 2016 that vest on the third anniversary of the date of grant.
- (7) Includes 5,669 shares of restricted stock granted to the reporting person on July 18, 2016 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.

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