

Foran Joseph Wm
Form 4
February 19, 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 *
Foran Joseph Wm

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
DALLAS, TX 75240

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

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

(City) (State) (Zip)

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	02/19/2019		M	V	200,000 (1)	A	\$ 15 429,352 (2) (3) D
Common Stock	02/19/2019		G	V	81,006 (4)	D	\$ 0 348,346 (2) (3) D
Common Stock	02/19/2019		G	V	106,001 (5)	D	\$ 0 242,345 (2) (3) D
Common Stock	02/19/2019		G	V	81,006 (4)	A	\$ 0 339,350 (6) I
Common Stock	02/19/2019		G	V	106,001 (5)	A	\$ 0 335,952 (6) I

See footnote (7)

See footnote

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			<u>(8)</u>
Common Stock	1,105,913 <u>(6)</u>	I	See footnote <u>(9)</u>
Common Stock	1,177,568 <u>(6)</u>	I	See footnote <u>(10)</u>
Common Stock	4,000 <u>(6)</u>	I	See footnote <u>(11)</u>
Common Stock	125,043 <u>(6)</u>	I	See footnote <u>(12)</u>
Common Stock	125,043 <u>(6)</u>	I	See footnote <u>(13)</u>
Common Stock	39,067 <u>(6)</u>	I	See footnote <u>(14)</u>
Common Stock	39,067 <u>(6)</u>	I	See footnote <u>(15)</u>
Common Stock	131,876 <u>(6)</u>	I	See footnote <u>(16)</u>
Common Stock	131,876 <u>(6)</u>	I	See footnote <u>(17)</u>
Common Stock	390,807 <u>(6)</u>	I	See footnote <u>(18)</u>
Common Stock	390,807 <u>(6)</u>	I	See footnote <u>(19)</u>
Common Stock	105,000 <u>(6)</u>	I	See footnote <u>(20)</u>
Common Stock	40,000 <u>(6)</u>	I	See footnote <u>(21)</u>

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

Persons who respond to the collection of information contained in this form are not

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 15	02/19/2019		M	200,000	(22)	02/18/2021	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foran Joseph Wm 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240	X		Chairman and CEO	

Signatures

/s/ Joseph Wm. Foran, by Kyle A. Ellis as attorney-in-fact

02/19/2019

__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) The reporting person paid \$3,000,000 in cash to the Issuer in order to exercise the options. No shares were sold or forfeited by the reporting person to satisfy the exercise price or the estimated \$300,000 tax liability.
- (2) Includes 59,898 shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal installments on the second and third anniversaries of the date of grant.
- (3) Includes 18,648 shares of restricted stock granted to the reporting person on February 15, 2017 that vest on the third anniversary of the date of grant.
- (4) Represents a gift of shares of common stock by the reporting person to the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.
- (5) Represents a gift of shares of common stock by the reporting person to the Foran 2012 Security Trust for which the reporting person is the trustee.
- (6)

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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.

- (7) Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.
- (8) Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee.
- (9) Represents shares held of record by Sage Resources, Ltd., which is a limited partnership owned by the reporting person's family, including the reporting person.
Represents shares held of record collectively by the LRF 2011 Non-GST Trust, WJF 2011 Non-GST Trust, JNF 2011 Non-GST Trust, SIF 2011 Non-GST Trust and MCF 2011 Non-GST Trust (collectively, the "Non-GST Trusts"). The reporting person and his spouse, as settlors of each of the Non-GST Trusts, retain the power of substitution with respect to the property of the Non-GST Trusts.
- (10) Represents shares held of record by the reporting person's spouse through her Individual Retirement Account.
- (11) Represents shares held of record by the JWF 2017-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (12) Represents shares held of record by the NNF 2017-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (13) Represents shares held of record by the JWF 2018-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (14) Represents shares held of record by the NNF 2018-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (15) Represents shares held of record by the JWF 2018-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (16) Represents shares held of record by the NNF 2018-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (17) Represents shares held of record by the JWF 2019-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (18) Represents shares held of record by the NNF 2019-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (19) Represents shares held of record by The Joseph Donald Foran Family Trust 2008, for which the reporting person is the co-trustee and over which the reporting person has shared voting and investment power with other members of his family.
- (20) Represents shares held of record by The Foran Family Special Needs Trust for which the reporting person is the co-trustee and over which the reporting person has shared voting and investment power with other members of his family.
- (21) The employee stock options vested on the third anniversary of the date of grant and were fully vested as of February 19, 2019.

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.