

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | | | | | | | |
|--|-----------------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Adams Craig N</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Matador Resources Co [MTRD]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - Land, Legal & Admin</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2016</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 5400 LBJ FREEWAY SUITE 1500 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | DALLAS TX 75240 | | | | | | | |
| (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/28/2016 | | F | | 939 ⁽¹⁾ | D | \$23.03 | 70,121 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾ | D | |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|--|---|--|
| | | | | Code | V | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 2,500 shares of restricted stock that were granted to the reporting person on September 28, 2012. No shares were sold by the reporting person to satisfy this tax liability.
- 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.
- 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.
- Includes 4,375 shares of restricted stock granted to the reporting person on January 21, 2015 that vest on the third anniversary of the date of grant.
- Includes 2,150 shares of restricted stock granted to the reporting person on March 7, 2014 that vest on the fourth anniversary of the date of grant.
- Includes 1,586 shares of restricted stock granted to the reporting person on February 11, 2014 that vest on the fourth anniversary of the date of grant.
- Includes 15,000 shares of restricted stock granted to the reporting person on March 8, 2013 that vest on the fourth anniversary of the date of grant.

Remarks:

/s/ Craig N. Adams, by Kyle A. Ellis as attorney-in-fact 09/30/2016

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.