

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Krug George G</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 - Mktg and Midstream</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2024</u>					
<u>5400 LBJ FREEWAY SUITE 1500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
(Street)								
<u>DALLAS TX 75240</u>								
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

**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			

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Units	(1)	02/16/2024		M			5,000	(2)	(2)	Common Stock	5,000	\$0	10,000	D	
Phantom Units	(3)	02/17/2024		M			8,046	(4)	(4)	Common Stock	8,046	\$0	8,046	D	

**Explanation of Responses:**

- Each phantom unit is the economic equivalent of one share of the Issuer's common stock. As required by the terms of the award, upon the February 16, 2024 partial vesting of such award, the reporting person settled the phantom units for cash at a rate of \$58.98 per unit based upon the closing price of the Issuer's common stock on February 15, 2024. No shares of common stock were issued to nor sold by the reporting person pursuant to this transaction.
- The phantom units vest in equal annual installments on the first, second and third anniversaries of the date of grant, February 16, 2023.
- Each phantom unit is the economic equivalent of one share of the Issuer's common stock. As required by the terms of the award, upon the February 17, 2024 partial vesting of such award, the reporting person settled the phantom units for cash at a rate of \$59.33 per unit based upon the closing price of the Issuer's common stock on February 16, 2024. No shares of common stock were issued to nor sold by the reporting person pursuant to this transaction.
- The phantom units vest in equal annual installments on the first, second and third anniversaries of the date of grant, February 17, 2022.

**Remarks:**

/s/ George G. Krug, by Cale L. Curtin as attorney-in-fact 02/21/2024

\*\* 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.