

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	
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1. Name and Address of Reporting Person* <u>Foran Joseph Wm</u> (Last) (First) (Middle) 5400 LBJ FREEWAY SUITE 1500 (Street) DALLAS TX 75240 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Matador Resources Co [MTDR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/19/2019		M		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	See footnote ⁽⁷⁾
Common Stock	02/19/2019		G	V	106,001 ⁽⁵⁾	A	\$0	335,952 ⁽⁶⁾	I	See footnote ⁽⁸⁾
Common Stock								1,105,913 ⁽⁶⁾	I	See footnote ⁽⁹⁾
Common Stock								1,177,568 ⁽⁶⁾	I	See footnote ⁽¹⁰⁾
Common Stock								4,000 ⁽⁶⁾	I	See footnote ⁽¹¹⁾
Common Stock								125,043 ⁽⁶⁾	I	See footnote ⁽¹²⁾
Common Stock								125,043 ⁽⁶⁾	I	See footnote ⁽¹³⁾
Common Stock								39,067 ⁽⁶⁾	I	See footnote ⁽¹⁴⁾
Common Stock								39,067 ⁽⁶⁾	I	See footnote ⁽¹⁵⁾
Common Stock								131,876 ⁽⁶⁾	I	See footnote ⁽¹⁶⁾
Common Stock								131,876 ⁽⁶⁾	I	See footnote ⁽¹⁷⁾
Common Stock								390,807 ⁽⁶⁾	I	See footnote ⁽¹⁸⁾
Common Stock								390,807 ⁽⁶⁾	I	See footnote ⁽¹⁹⁾
Common Stock								105,000 ⁽⁶⁾	I	See footnote ⁽²⁰⁾
Common Stock								40,000 ⁽⁶⁾	I	See footnote ⁽²¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stock Option	\$15	02/19/2019		Code M V	(A) 200,000	Date Exercisable (22) Expiration Date 02/18/2021	Common Stock 200,000	\$0	35,465	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.
- Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee.
- 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.
- Represents shares held of record by the reporting person's spouse through her Individual Retirement Account.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- The employee stock options vested on the third anniversary of the date of grant and were fully vested as of February 19, 2019.

Remarks:

/s/ Joseph Wm. Foran, by Kyle A. Ellis as attorney-in-fact 02/19/2019

** 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.

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