

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>Foran Joseph Wm</u> <hr/> (Last) (First) (Middle) 5400 LBJ FREEWAY SUITE 1500 <hr/> (Street) DALLAS TX 75240 <hr/> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2022	
	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 <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/13/2022		G	V	59,807 <sup>(1)</sup>	D	\$0	0 <sup>(2)</sup>	I	See footnote <sup>(3)</sup>
Common Stock	01/13/2022		G	V	59,807 <sup>(4)</sup>	D	\$0	0 <sup>(2)</sup>	I	See footnote <sup>(5)</sup>
Common Stock	01/13/2022		G	V	59,807 <sup>(1)</sup>	A	\$0	1,137,375 <sup>(2)</sup>	I	See footnote <sup>(6)</sup>
Common Stock	01/13/2022		G	V	59,807 <sup>(4)</sup>	A	\$0	1,197,182 <sup>(2)</sup>	I	See footnote <sup>(6)</sup>
Common Stock								2,900 <sup>(7)</sup>	D	
Common Stock								2,412 <sup>(2)</sup>	I	See footnote <sup>(8)</sup>
Common Stock								446,519 <sup>(2)(9)</sup>	I	See footnote <sup>(10)</sup>
Common Stock								415,587 <sup>(2)(11)</sup>	I	See footnote <sup>(12)</sup>
Common Stock								1,105,913 <sup>(2)</sup>	I	See footnote <sup>(13)</sup>
Common Stock								388,131 <sup>(2)</sup>	I	See footnote <sup>(14)</sup>
Common Stock								388,131 <sup>(2)</sup>	I	See footnote <sup>(15)</sup>
Common Stock								235,970 <sup>(2)</sup>	I	See footnote <sup>(16)</sup>
Common Stock								235,970 <sup>(2)</sup>	I	See footnote <sup>(17)</sup>
Common Stock								145,882 <sup>(2)</sup>	I	See footnote <sup>(18)</sup>
Common Stock								145,882 <sup>(2)</sup>	I	See footnote <sup>(19)</sup>
Common Stock								198,459 <sup>(2)</sup>	I	See footnote <sup>(20)</sup>
Common Stock								198,459 <sup>(2)</sup>	I	See footnote <sup>(21)</sup>

**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. 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 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)
				(A)	(D)						
Phantom Units	Price of Derivative Security	02/13/2022		M	37,793	(23)	Common Stock	\$0	0	D	Ownership (Instr. 4)

**Explanation of Responses:**

1. Represents a terminating distribution of a total of 59,807 shares from the JWF 2020-1 GRAT, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of these shares, except to the extent of his pecuniary interest therein.

2. 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, except to the extent of his pecuniary interest therein.

3. Represents shares held of record by the JWF 2020-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

4. Represents a terminating distribution of a total of 59,807 shares from the NNF 2020-1 GRAT, pursuant to the terms of the trust, pro rata to each of the Non-GST Trusts.

5. Represents shares held of record by the NNF 2020-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

6. Represents shares held of record collectively by 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.

7. Amount of shares reported includes shares held of record by the reporting person following a terminating distribution from the JWF 2020-1 GRAT to its settlor, the contribution of shares by the reporting person to the JWF 2022-1 GRAT and the subsequent contribution of shares by the reporting person to the Foran 2012 Savings Trust, pursuant to the terms of such trusts, as described below.

8. Amount of shares reported includes shares held of record by the reporting person's spouse following a terminating distribution from the NNF 2020-1 GRAT to its settlor, the contribution of shares by the reporting person's spouse to the NNF 2022-1 GRAT and the subsequent contribution of shares by the reporting person's spouse to the Foran 2012 Security Trust, pursuant to the terms of such trusts, as described below.

9. Amount of shares reported reflects the total number of shares held by the trust following the contribution of shares by the reporting person to the trust, pursuant to the terms thereof.

10. Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.

11. Amount of shares reported reflects the total number of shares held by the trust following the contribution of shares by the reporting person's spouse to the trust, pursuant to the terms thereof.

12. Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee.

13. 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.

14. Represents shares held of record by the JWF 2020-2 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 NNF 2020-2 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 JWF 2021-1 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 NNF 2021-1 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 JWF 2021-2 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 NNF 2021-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

20. Represents shares held of record by the JWF 2022-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 44,064 shares gifted to the trust following their distribution from the JWF 2020-1 GRAT to its settlor and 54,030 shares gifted to the trust following their distribution from the JWF 2021-1 GRAT to its settlor, each being annuity payments required by the terms of the respective trusts. Also includes 100,365 shares gifted to the JWF 2022-1 GRAT by its settlor.

21. Represents shares held of record by the NNF 2022-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 44,064 shares gifted to the trust following their distribution from the NNF 2020-1 GRAT to its settlor and 54,030 shares gifted to the trust following their distribution from the NNF 2021-1 GRAT to its settlor, each being annuity payments required by the terms of the respective trusts. Also includes 100,365 shares gifted to the NNF 2022-1 GRAT by its settlor.

22. 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 13, 2022 vesting of such award, the reporting person settled the phantom units for cash at a rate of \$44.33 per unit based upon the closing price of the Issuer's common stock on February 11, 2022. No shares of common stock were issued to nor sold by the reporting person pursuant to this transaction.

23. The phantom units vest in equal annual installments on the first, second and third anniversaries of the date of grant, February 13, 2019.

**Remarks:**

/s/ Joseph Wm. Foran, by  
David E. Lancaster as attorney- 02/15/2022  
in-fact

\*\* 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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