

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>Lancaster David E</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 [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) EVP, COO and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2015	
		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	04/23/2015		F		5,812 ⁽¹⁾	D	\$27.81	236,724 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	D	
Common Stock								75,500	I	Represents shares held of record by the reporting person's Individual Retirement Account.

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 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					

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 21,250 shares of restricted stock and restricted stock units. No shares were sold by the reporting person to satisfy this tax liability.
- Includes 4,375 shares of restricted stock granted to the reporting person on January 21, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, January 21, 2018.
- Includes 10,684 shares of restricted stock granted to the reporting person on March 7, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 7, 2016.
- Includes 3,805 shares of restricted stock granted to the reporting person on February 11, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, February 11, 2016.
- Includes 30,000 shares of restricted stock granted to the reporting person on March 8, 2013. Such shares of restricted stock will vest on the fourth anniversary of the date of grant, March 8, 2017.
- Includes 5,313 shares of restricted stock granted to the reporting person on April 16, 2012 that vest on the fourth anniversary of the date of grant, April 16, 2016.
- Includes 21,250 shares of restricted stock and restricted stock units granted to the reporting person on April 16, 2012 less 5,812 shares withheld by the Issuer to satisfy tax liability in connection with the April 23, 2015 vesting of such shares and units based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.

Remarks:

/s/ David E. Lancaster, by Kyle A. Ellis as attorney-in-fact 04/27/2015

** 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.