

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 [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;">Chairman and CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/12/2017 | |
| | 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 | 12/12/2017 | | J | | 14,500 ⁽¹⁾ | D | \$0 | 105,000 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Stock | 12/12/2017 | | J | | 10,000 ⁽⁴⁾ | D | \$0 | 40,000 ⁽²⁾ | I | See footnote ⁽⁵⁾ |
| Common Stock | | | | | | | | 176,941 ⁽⁶⁾⁽⁷⁾⁽⁸⁾ | D | |
| Common Stock | | | | | | | | 1,084,933 ⁽²⁾ | I | See footnote ⁽⁹⁾ |
| Common Stock | | | | | | | | 843,764 ⁽²⁾ | I | See footnote ⁽¹⁰⁾ |
| Common Stock | | | | | | | | 239,962 ⁽²⁾ | I | See footnote ⁽¹¹⁾ |
| Common Stock | | | | | | | | 203,583 ⁽²⁾ | I | See footnote ⁽¹²⁾ |
| Common Stock | | | | | | | | 4,000 ⁽²⁾ | I | See footnote ⁽¹³⁾ |
| Common Stock | | | | | | | | 261,391 ⁽²⁾ | I | See footnote ⁽¹⁴⁾ |
| Common Stock | | | | | | | | 261,391 ⁽²⁾ | I | See footnote ⁽¹⁵⁾ |
| Common Stock | | | | | | | | 88,005 ⁽²⁾ | I | See footnote ⁽¹⁶⁾ |
| Common Stock | | | | | | | | 88,005 ⁽²⁾ | I | See footnote ⁽¹⁷⁾ |
| Common Stock | | | | | | | | 325,769 ⁽²⁾ | I | See footnote ⁽¹⁸⁾ |
| Common Stock | | | | | | | | 325,769 ⁽²⁾ | I | See footnote ⁽¹⁹⁾ |
| Common Stock | | | | | | | | 198,530 ⁽²⁾ | I | See footnote ⁽²⁰⁾ |
| Common Stock | | | | | | | | 198,530 ⁽²⁾ | 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 (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) | 5. Transaction Code (Instr. 8) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying 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) |
|--|--|--------------------------------------|--|--------------------------------|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|---|--|--|---|--|

| 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 Underlying 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) |
|---|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
| Explanation of Responses: | | | | | | | | | | | |
| 1. Represents shares distributed from the Don Foran Family Trust 2008 to a beneficiary. | | | | | | | | | | | |
| 2. The reporting person states that neither the filing of this statement nor anything herein should 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. | | | | | | | | | | | |
| 3. Represents shares held of record by the Don 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. | | | | | | | | | | | |
| 4. Represents shares distributed from the Foran Family Special Needs Trust to a beneficiary. | | | | | | | | | | | |
| 5. 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. | | | | | | | | | | | |
| 6. Includes 55,943 shares of restricted stock granted to the reporting person on February 15, 2017 that vest in equal annual installments on the first, second and third anniversaries of the date of grant. | | | | | | | | | | | |
| 7. Includes 94,230 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant. | | | | | | | | | | | |
| 8. Includes 8,547 shares of restricted stock granted to the reporting person on March 7, 2014 that vest on the fourth anniversary of the date of grant. | | | | | | | | | | | |
| 9. 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. | | | | | | | | | | | |
| 10. 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. | | | | | | | | | | | |
| 11. Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee. | | | | | | | | | | | |
| 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 the reporting person's spouse through her Individual Retirement Account. | | | | | | | | | | | |
| 14. Represents shares held of record by the JWF 2016-1 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 2016-1 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 2016-2 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 2016-2 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 2017-1 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 2017-1 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 2017-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. | | | | | | | | | | | |
| 21. 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. | | | | | | | | | | | |

Remarks:

/s/ Joseph Wm. Foran, by Kyle A. Ellis as attorney-in-fact 12/12/2017
 ** 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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