

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Goodwin Billy E</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>02/19/2016</u>		3. Issuer Name and Ticker or Trading Symbol <u>Matador Resources Co [MTRD]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><u>SVP - Operations</u></p>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>5400 LBJ FREEWAY</u> <u>SUITE 1500</u>						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)	(City)	(State)	(Zip)				
<u>DALLAS</u>	<u>TX</u>	<u>75240</u>					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>52,955⁽¹⁾</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option</u>	<u>(2)</u>	<u>04/15/2017</u>	<u>Common Stock</u> <u>20,833</u>	<u>10.49</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(3)</u>	<u>03/11/2018</u>	<u>Common Stock</u> <u>18,750</u>	<u>8.18</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(4)</u>	<u>03/16/2019</u>	<u>Common Stock</u> <u>11,033</u>	<u>22.66</u>	<u>D</u>	
<u>Employee Stock Option</u>	<u>(5)</u>	<u>01/20/2020</u>	<u>Common Stock</u> <u>34,286</u>	<u>22.01</u>	<u>D</u>	

Explanation of Responses:

1. Includes 2,604 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.
2. As of the date of this report, half of the employee stock options are vested and exercisable and half will vest on the fourth anniversary of the date of grant, April 16, 2016.
3. The employee stock options vest on the fourth anniversary of the date of grant, March 12, 2017.
4. The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
5. The employee stock options vest on the third anniversary of the date of grant, January 21, 2018.

Remarks:

/s/ Billy E. Goodwin, by Kyle A. Ellis as attorney-in-fact

02/23/2016

** 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 5 (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.

SECTION 16
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Joseph Wm. Foran, David Lancaster, Craig Adams, Brian Willey and Kyle E:
(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Matador Resources Company (the "Company"), Forms 3,
(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and tir
(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best i
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, c
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of February, 2016.

/s/ Billy E. Goodwin
Billy E. Goodwin