

**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) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2017	
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	08/04/2016		G	V	159,210 <sup>(1)</sup>	D	\$0	0 <sup>(2)</sup>	I	See footnote <sup>(3)</sup>
Common Stock	08/04/2016		G	V	159,210 <sup>(4)</sup>	D	\$0	0 <sup>(2)</sup>	I	See footnote <sup>(5)</sup>
Common Stock	08/04/2016		G	V	159,210 <sup>(1)</sup>	A	\$0	164,186 <sup>(2)</sup>	I	See footnote <sup>(6)</sup>
Common Stock	08/04/2016		G	V	159,210 <sup>(4)</sup>	A	\$0	323,396 <sup>(2)</sup>	I	See footnote <sup>(6)</sup>
Common Stock	01/10/2017		G	V	254,504 <sup>(7)</sup>	D	\$0	0 <sup>(2)</sup>	I	See footnote <sup>(8)</sup>
Common Stock	01/10/2017		G	V	254,504 <sup>(9)</sup>	D	\$0	0 <sup>(2)</sup>	I	See footnote <sup>(10)</sup>
Common Stock	01/10/2017		G	V	254,504 <sup>(7)</sup>	A	\$0	577,900 <sup>(2)</sup>	I	See footnote <sup>(6)</sup>
Common Stock	01/10/2017		G	V	254,504 <sup>(9)</sup>	A	\$0	832,404 <sup>(2)</sup>	I	See footnote <sup>(6)</sup>
Common Stock	01/10/2017		G	V	20,680 <sup>(11)</sup>	D	\$0	0 <sup>(2)</sup>	I	See footnote <sup>(12)</sup>
Common Stock	01/10/2017		G	V	20,680 <sup>(13)</sup>	D	\$0	0 <sup>(2)</sup>	I	See footnote <sup>(14)</sup>
Common Stock	01/10/2017		G	V	20,680 <sup>(11)</sup>	A	\$0	853,084 <sup>(2)</sup>	I	See footnote <sup>(6)</sup>
Common Stock	01/10/2017		G	V	20,680 <sup>(13)</sup>	A	\$0	873,764 <sup>(2)</sup>	I	See footnote <sup>(6)</sup>
Common Stock	02/02/2017		M		80,208	A	\$10.49	222,986 <sup>(15)(16)(17)(18)</sup>	D	
Common Stock								1,084,933 <sup>(2)</sup>	I	See footnote <sup>(19)</sup>
Common Stock								4,000 <sup>(2)</sup>	I	See footnote <sup>(20)</sup>
Common Stock								165,050 <sup>(2)</sup>	I	See footnote <sup>(21)</sup>
Common Stock								43,750 <sup>(2)</sup>	I	See footnote <sup>(22)</sup>
Common Stock								51,807 <sup>(2)</sup>	I	See footnote <sup>(23)</sup>

**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								51,807 <sup>(2)</sup>	I	See footnote <sup>(24)</sup>
Common Stock								261,391 <sup>(2)</sup>	I	See footnote <sup>(25)</sup>
Common Stock								261,391 <sup>(2)</sup>	I	See footnote <sup>(26)</sup>
Common Stock								169,728 <sup>(2)</sup>	I	See footnote <sup>(27)</sup>
Common Stock								169,728 <sup>(2)</sup>	I	See footnote <sup>(28)</sup>
Common Stock								325,769 <sup>(2)</sup>	I	See footnote <sup>(29)</sup>
Common Stock								325,769 <sup>(2)</sup>	I	See footnote <sup>(30)</sup>
Common Stock								119,500 <sup>(2)</sup>	I	See footnote <sup>(31)</sup>
Common Stock								50,000 <sup>(2)</sup>	I	See footnote <sup>(32)</sup>
Common Stock								270 <sup>(2)</sup>	I	See footnote <sup>(33)</sup>

**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						Title
Employee Stock Option	\$10.49	02/02/2017		M			80,208	(34)	04/15/2017	Common Stock	80,208	\$0	0	D	

**Explanation of Responses:**

- Represents a terminating distribution of a total of 159,210 shares from the JWF 2013-1 GRAT, pursuant to the terms of the trust, pro rata to each of 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 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 JWF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents a terminating distribution of a total of 159,210 shares from the NNF 2013-1 GRAT, pursuant to the terms of the trust, pro rata to each of the Non-GST Trusts.
- Represents shares held of record by the NNF 2013-1 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 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.
- Represents a terminating distribution of a total of 254,504 shares from the JWF 2011-1 GRAT, pursuant to the terms of the trust, pro rata to each of the Non-GST Trusts.
- Represents shares held of record by the JWF 2011-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents a terminating distribution of a total of 254,504 shares from the NNF 2011-1 GRAT, pursuant to the terms of the trust, pro rata to each of the Non-GST Trusts.
- Represents shares held of record by the NNF 2011-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents a terminating distribution of a total of 20,680 shares from the JWF 2015-1 GRAT, pursuant to the terms of the trust, pro rata to each of the Non-GST Trusts.
- Represents shares held of record by the JWF 2015-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents a terminating distribution of a total of 20,680 shares from the NNF 2015-1 GRAT, pursuant to the terms of the trust, pro rata to each of the Non-GST Trusts.
- Represents shares held of record by the NNF 2015-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Amount of securities has been adjusted to reflect a previous over-reporting of 55,302 shares directly held by the reporting person.
- 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.
- 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.
- Includes 40,000 shares of restricted stock granted to the reporting person on March 8, 2013 that vest on the fourth anniversary of the date of grant.
- 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 by the reporting person's spouse through her Individual Retirement Account.
- 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 the JWF 2015-2 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 2015-2 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 2016-1 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 2016-1 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 2016-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 80,753 shares gifted to the trust following their distribution from the JWF 2013-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2013-1 GRAT. Also includes 22,485 shares gifted to the trust

following their distribution from the JWF 2014-2 GRAT to its settlor as an annuity payment required by the terms of the JWF 2014-2 GRAT. Also includes 57,204 shares gifted to the trust following their distribution from the JWF 2015-2 GRAT to its settlor as an annuity payment required by the terms of the JWF 2015-2 GRAT. Also includes 9,286 shares gifted to the JWF 2016-2 GRAT by its settlor.

28. 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. Includes 80,753 shares gifted to the trust following their distribution from the NNF 2013-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2013-1 GRAT. Also includes 22,485 shares gifted to the trust following their distribution from the NNF 2014-2 GRAT to its settlor as an annuity payment required by the terms of the NNF 2014-2 GRAT. Also includes 57,204 shares gifted to the trust following their distribution from the NNF 2015-2 GRAT to its settlor as an annuity payment required by the terms of the NNF 2015-2 GRAT. Also includes 9,286 shares gifted to the NNF 2016-2 GRAT by its settlor.

29. 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. Includes 116,374 shares gifted to the trust following their distribution from the JWF 2011-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2011-1 GRAT. Also includes 83,368 shares gifted to the trust following their distribution from the JWF 2015-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2015-1 GRAT. Also includes 126,027 shares gifted to the trust following their distribution from the JWF 2016-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2016-1 GRAT.

30. 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. Includes 116,374 shares gifted to the trust following their distribution from the NNF 2011-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2011-1 GRAT. Also includes 83,368 shares gifted to the trust following their distribution from the NNF 2015-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2015-1 GRAT. Also includes 126,027 shares gifted to the trust following their distribution from the NNF 2016-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2016-1 GRAT.

31. 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.

32. 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.

33. Represents shares held of record by the Individual Retirement Account of the reporting person's adult child, who gave the reporting person investment power over such shares through a revocable power of attorney.

34. The employee stock options were fully vested as of April 16, 2016.

**Remarks:**

/s/ Joseph Wm. Foran, by Kyle 02/06/2017

A. Ellis as attorney-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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