

Lancaster David E
 Form 4/A
 January 23, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Lancaster David E

2. Issuer Name and Ticker or Trading Symbol
 Matador Resources Co [MTDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5400 LBJ FREEWAY, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

(Street)
 DALLAS, TX 75240

4. If Amendment, Date Original Filed (Month/Day/Year)
 01/04/2018

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	01/02/2018		M	V Amount (A) or (D) Price \$ 8.21	385,162 ⁽¹⁾ <u>(2) (3) (4) (5) (6)</u>	D	
Common Stock	01/02/2018		F	<u>(7)</u> 34,641 D \$ 31.59	350,521 ⁽¹⁾ <u>(2) (3) (4) (5) (6)</u>	D	
Common Stock					75,500	I	Represents shares held of record by the reporting person's Individual Retirement

Account.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 8.21	01/02/2018		M	62,500	(8) 03/07/2018	Common Stock	62,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lancaster David E 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240			EVP and CFO	

Signatures

/s/ David E. Lancaster, by Kyle A. Ellis as attorney-in-fact 01/23/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Includes 31,786 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.
- (2) Includes 24,866 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant.

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- (3) Includes 1,804 shares of restricted stock granted to the reporting person on April 30, 2015 that vest on the third anniversary of the date of grant.
- (4) Includes 4,375 shares of restricted stock granted to the reporting person on January 21, 2015 that vest on the third anniversary of the date of grant.
- (5) Includes 5,342 shares of restricted stock granted to the reporting person on March 7, 2014 that vest on the fourth anniversary of the date of grant.
- (6) Includes 1,903 shares of restricted stock granted to the reporting person on February 11, 2014 that vest on the fourth anniversary of the date of grant.

Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and the tax liability upon the exercise of 62,500 employee stock options that were granted to the reporting person on March 8, 2013. No shares

- (7) were sold by the reporting person to satisfy the exercise price or the tax liability. The original Form 4 is being amended by this Form 4/A to reduce the number of shares actually withheld by the Issuer and increase the amount of securities beneficially owned following the transaction after final calculation of the resulting tax liability.
- (8) The employee stock options vested in two equal biennial installments and were fully vested as of March 8, 2017.

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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