FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

OMB APPROVAL								
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Mitchell Gregory E					2. Issuer Name and Ticker or Trading Symbol Matador Resources Co [MTDR]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) 5400 LB3 SUITE 15	(Fii J FREEWA' 500	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/01/2015										belov		belo		
(Street) DALLAS (City)		ate) (.	75240 Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Application) X Form filed by One Reporting Person Form filed by More than One Reportin Person											rson			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date			Date	e Execunth/Day/Year) if any		ecution Date, iny		3. Transaction Code (Instr. 8) 4. Securities Disposed Of 5)		es Acquired (A) or Of (D) (Instr. 3, 4 a		nd	Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price	•	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common	Stock			05/01/2	2015				A	A 901 ⁽¹⁾ A \$0 22,742 D									
Common Stock														191,292(2)			I S	Represents shares held of record by JAMAL Enterprises, LP.	
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date Execution Date, if any (Month/Day/Year)			med on Date,	4. Transaction Code (Instr. 8)		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 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)	Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares								

Explanation of Responses:

- 1. Represents restricted stock units granted to the reporting person on May 1, 2015. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal annual installments on the first, second and third anniversaries of the date of grant.
- 2. 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.

Remarks:

/s/ Gregory E. Mitchell, by

Kyle A Ellis as attorney-in-05/04/2015

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.

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.