SEC Form 4	
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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											
OMB Number:	3235-0287										
Estimated average burden											
hours per response:	0.5										

1. Name and Address of Reporting Person <sup>*</sup> HOLDITCH STEPHEN A	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Matador Resources Co</u> [ MTDR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner
(Last) (First) (Middle) 5400 LBJ FREEWAY, SUITE 1500	3. Date of Earliest Transaction (Month/Day/Year) 04/11/2012	Officer (give title Other (specify below) below)
(Street) DALLAS TX 75240	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (	Transaction Disposed Of (D) (Instr. Code (Instr. 5)				5. Amount of Securities Beneficially Owned Following Benorted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
04/11/2012		A		1,701 <sup>(1)</sup>	A	\$ <mark>0</mark>	119,704	D				
	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2006 2006 2006 2007 2007 2007 2007 2007	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction Code (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 4. Securities Disposed Of 5)   20. Deemed (Month/Day/Year) 5.   20. Deemed Code (Instr. 5.   20. Deemed (Month/Day/Year) 2.   20. Deemed (Month/Day/Year) 2.   20. Deemed (Month/Day/Year) 3.   20. Deemed (Month/Day/Year) 1.   20. Deemed (Month/Day/Year) 0.   20. Deemed (Month/Day/Year) 1.   20. Deemed (Month/Day/Year) 0.   20. Deemed (Month/Day/Year) 1.   20. Deemed (Month/Day/Year) 0.   20. Deemed (Month/Day	2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   3. Transaction Code (Instr. 8)   4. Securities Acquired Disposed Of (D) (Instr. 5)     2. Transaction Code (Instr. 8)   0.   0.     2. Transaction Code (Instr. 8)   0.   0.     2. Transaction Code (Instr. 8)   0.   0.     2. Transaction Code (Instr. (D)   0.   0.	2. Transaction   2A. Deemed     Date   Execution Date,     (Month/Day/Year)   Image: A securities and the secur	2. Transaction   2A. Deemed   3.   Transaction   5. Amount of     Date   Execution Date,   Transaction   Disposed Of (D) (Instr. 3, 4 and   5. Securities     (Month/Day/Year)   (Month/Day/Year)   Code (Instr. 8)   4. Securities Acquired (A) or   Securities     (Month/Day/Year)   Code   V   Amount   (A) or   Price     (Instr. 3 and 4)   Code   V   Amount   (A) or   Price	2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   3. Transaction Code (Instr. 4)   4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)   5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)   6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			

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. Transa Code ( 8)		of E		Expiration Date (Month/Day/Year) ed ed			and it of ties ying tive ty (Instr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents restricted stock units granted to the reporting person on April 11, 2012. Such restricted stock units will vest in equal installments over a three year period beginning with the first anniversary of the date of grant, April 11, 2013.

## 04/13/2012 /s/ Stephen A. Holditch

\*\* 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.