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 subject 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
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1. Name and Addre Foran Joseph	1 0	Person*		er Name <b>and</b> Ticke ador Resource	•	·	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) 5400 LBJ FREE SUITE 1500	(First) EWAY	(Middle)	3. Date 02/13	e of Earliest Transa //2019	ction (Month/I	Day/Year)	X	Officer (give title below) Chairm	e Othe belo an and CEO	er (specify w)		
(Street) DALLAS (City)	TX (State)	75240 (Zip)	4. If Ar	nendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Grou Form filed by Or Form filed by M Person	ne Reporting Pe	rson		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a 5)	and S E	5. Amount of Securities Beneficially Dwned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		

	(Wonth Day Teal)	(Month/Day/Year)	8)		0,			Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(instr. 4)
Common Stock								229,352 <sup>(1)(2)(3)</sup>	D	
Common Stock								1,105,913(4)	I	See footnote <sup>(5)</sup>
Common Stock								1,177,568(4)	I	See footnote <sup>(6)</sup>
Common Stock								258,344 <sup>(4)</sup>	I	See footnote <sup>(7)</sup>
Common Stock								229,951 <sup>(4)</sup>	I	See footnote <sup>(8)</sup>
Common Stock								4,000 <sup>(4)</sup>	I	See footnote <sup>(9)</sup>
Common Stock								125,043(4)	I	See footnote <sup>(10)</sup>
Common Stock								125,043(4)	I	See footnote <sup>(11)</sup>
Common Stock								39 <b>,</b> 067 <sup>(4)</sup>	I	See footnote <sup>(12)</sup>
Common Stock								<b>39,0</b> 67 <sup>(4)</sup>	I	See footnote <sup>(13)</sup>
Common Stock								131,876 <sup>(4)</sup>	I	See footnote <sup>(14)</sup>
Common Stock								131,876 <sup>(4)</sup>	I	See footnote <sup>(15)</sup>
Common Stock								390,807 <sup>(4)</sup>	I	See footnote <sup>(16)</sup>
Common Stock								390,807 <sup>(4)</sup>	I	See footnote <sup>(17)</sup>
Common Stock								105,000(4)	I	See footnote <sup>(18)</sup>
Common Stock								40,000 <sup>(4)</sup>	I	See footnote <sup>(19)</sup>

1. Title of Derivative Security (Instr. 3) 3. Transaction 3A. Deemed 4 5. Number of 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Ownership Form: Direct (D) Conversion Execution Date, if any (Month/Day/Year) Transaction Code (Instr. Derivative Securities of Indirect Beneficial Expiration Date (Month/Day/Year) Derivative Date of Securities derivative (Month/Day/Year) Underlying Derivative Security (Instr. 3 and 4) Security (Instr. 5) or Exercise Price of Derivative Securities Beneficially Acquired (A) or Disposed 8) Ownership Owned (Instr. 4) or Indirect Security of (D) (Instr. 3, 4 and 5) Following Reported (I) (Instr. 4)

			Table II - Deri (e.g.		, call	s, warr	ants	,paptions,	converti	ble secu	nities)	Dwned	Transaction(s) (Instr. 4)		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	<del>3. Transaction Date (Month/Day/Year)</del>	<del>3A. Deemed</del> Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)	action	5. Number of 6 Derivative E		6. Date Exercisable and		Title of Shares 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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
											Amount or		Transaction(s) (Instr. 4)		
Phantom -Units	(20)	02/13/2019		Cı <mark>A</mark> le	v	113,379	(D)	Date Exer(2 <sup>i</sup> 1)able	Expiration Dat(21)	Common Stock	Number _113,379_	\$ <mark>0</mark>	113,379	D	

## Explanation of Responses:

1. Includes 89,847 shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal installments on the first, second and third anniversaries of the date of grant.

2. Includes 18,648 shares of restricted stock granted to the reporting person on February 15, 2017 that vest on the third anniversary of the date of grant.

3. 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.

4. 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.

5. 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.

6. Represents shares held of record collectively by 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 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.

7. Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.

8. Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee.

9. Represents shares held of record by the reporting person's spouse through her Individual Retirement Account.

10. Represents shares held of record by the JWF 2017-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

11. Represents shares held of record by the NNF 2017-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

12. Represents shares held of record by the JWF 2018-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

13. Represents shares held of record by the NNF 2018-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

14. Represents shares held of record by the JWF 2018-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

15. Represents shares held of record by the NNF 2018-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

16. Represents shares held of record by the JWF 2019-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 190,461 shares gifted to the trust following their distribution from the JWF 2017-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2017-1 GRAT. Also includes 200,346 shares gifted to the trust following their distribution from the JWF 2018-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2018-1 GRAT.

17. Represents shares held of record by the NNF 2019-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 190,461 shares gifted to the trust following their distribution from the NNF 2017-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2017-1 GRAT. Also includes 200,346 shares gifted to the trust following their distribution from the NNF 2018-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2018-1 GRAT.

18. 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.

19. 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.

20. Each phantom unit is the economic equivalent of one share of common stock of Matador Resources Company.

21. The phantom units vest in equal annual installments on the first, second and third anniversaries of the date of grant.

**Remarks:** 

/s/ Joseph Wm. Foran, by Kyle 02/15/2019

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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