FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(h)	Tile.

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* Foran Joseph Wm		2. Iss Mat	uer Name <b>and</b> Tick tador Resour	ker or T Ces C	rading O [ ]	g Symbol MTDR ]	(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner				
(Last) (First) (Middle 5400 LBJ FREEWAY SUITE 1500	e)		te of Earliest Trans 6/2018	action	(Mont	h/Day/Year)			X Officer (give title below)  Chairma	belo an and CEO	er (specify w)	
(Street) DALLAS TX 7524	4. If A	Amendment, Date o	of Origir	nal File	ed (Month/Day	Line	6. Individual or Joint/Group Filing (Check Application)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)								1 5.55.11				
	Non-Deriva 2. Transactio	_	Securities Ac	d, D	isposed of, or Beneficiall  4. Securities Acquired (A) or			y Owned 5. Amount of	6. Ownership	7 Notice of		
1. Title of Security (Instr. 3)	Date (Month/Day/Y	- 1	Execution Date,	3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr		3, 4 and 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)			
Common Stock	08/06/20	18		M		9,500	A	\$19.71	1,105,913 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>	
Common Stock	08/06/20	18		M		8,000	A	\$19.71	223,951 <sup>(1)</sup>	I	See footnote <sup>(3)</sup>	
Common Stock	08/06/20	18		M		2,794	A	\$19.71	256,344 <sup>(1)</sup>	I	See footnote <sup>(4)</sup>	
Common Stock	08/07/20	18		G	V	29,616(5)	D	\$0	0(1)	I	See footnote <sup>(6)</sup>	
Common Stock	08/07/20	18		G	V	29,616 <sup>(7)</sup>	D	\$0	0(1)	I	See footnote <sup>(8)</sup>	
Common Stock	08/07/20	18		G	V	29,616(5)	A	\$0	1,147,952(1)	I	See footnote <sup>(9)</sup>	
Common Stock	08/07/20	18		G	v	29,616 <sup>(7)</sup>	A	\$0	1,177,568 <sup>(1)</sup>	I	See footnote <sup>(9)</sup>	
Common Stock									229,352(10)(11)(12)	D		
Common Stock									4,000(1)	I	See footnote <sup>(13)</sup>	
Common Stock									190,461 <sup>(1)</sup>	I	See footnote <sup>(14)</sup>	
Common Stock									190,461 <sup>(1)</sup>	I	See footnote <sup>(15)</sup>	
Common Stock									125,043 <sup>(1)</sup>	I	See footnote <sup>(16)</sup>	
Common Stock									125,043 <sup>(1)</sup>	I	See footnote <sup>(17)</sup>	
Common Stock									239,413 <sup>(1)</sup>	I	See footnote <sup>(18)</sup>	
Common Stock									239,413 <sup>(1)</sup>	I	See footnote <sup>(19)</sup>	
Common Stock	ommon Stock								131,876 <sup>(1)</sup>	I	See footnote <sup>(20)</sup>	
Common Stock									131,876 <sup>(1)</sup>	I	See footnote <sup>(21)</sup>	
Common Stock									105,000(1)	I	See footnote <sup>(22)</sup>	
Common Stock									40,000(1)	I	See footnote <sup>(23)</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. Transa Code ( 8)	ection Instr.	5. Num Deriva Securi Acquir or Disp of (D) 3, 4 an	tive ties red (A) posed (Instr.	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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Employee Stock Option	\$19.71	08/06/2018		G	V		9,500	(24)	02/10/2019	Common Stock	9,500	\$0	10,794	D	
Employee Stock Option	\$19.71	08/06/2018		G	V	9,500		(24)	02/10/2019	Common Stock	9,500	\$0	9,500	I	See footnote <sup>(2)</sup>
Employee Stock Option	\$19.71	08/06/2018		G	V		8,000	(24)	02/10/2019	Common Stock	8,000	\$0	2,794	D	
Employee Stock Option	\$19.71	08/06/2018		G	V	8,000		(24)	02/10/2019	Common Stock	8,000	\$0	8,000	I	See footnote <sup>(3)</sup>
Employee Stock Option	\$19.71	08/06/2018		G	V		2,794	(24)	02/10/2019	Common Stock	2,794	\$0	0	D	
Employee Stock Option	\$19.71	08/06/2018		G	V	2,794		(24)	02/10/2019	Common Stock	2,794	\$0	2,794	I	See footnote <sup>(4)</sup>
Employee Stock Option	\$19.71	08/06/2018		М			9,500	(24)	02/10/2019	Common Stock	9,500	\$0	0	I	See footnote <sup>(2)</sup>
Employee Stock Option	\$19.71	08/06/2018		М			8,000	(24)	02/10/2019	Common Stock	8,000	\$0	0	I	See footnote <sup>(3)</sup>
Employee Stock Option	\$19.71	08/06/2018		M			2,794	(24)	02/10/2019	Common Stock	2,794	\$0	0	I	See footnote <sup>(4)</sup>

## **Explanation of Responses:**

- 1. 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.
- 2. 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.
- $3. \ Represents \ shares \ held \ of \ record \ by \ the \ For an \ 2012 \ Security \ Trust \ for \ which \ the \ reporting \ person \ is \ the \ trustee.$
- $4. \ Represents \ shares \ held \ of \ record \ by \ the \ For an \ 2012 \ Savings \ Trust \ for \ which \ the \ reporting \ person's \ spouse \ is \ a \ trustee.$
- 5. Represents a terminating distribution of a total of 29,616 shares from the JWF 2016-2 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 Trust").
- 6. 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.
- 7. Represents a terminating distribution of a total of 29,616 shares from the NNF 2016-2 GRAT, pursuant to the terms of the trust, pro rata to each of the Non-GST Trusts.
- 8. 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.
- 9. 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.
- 10. Includes 89,847 shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal annual installments on the first, second and third anniversaries of the date of grant.
- 11. Includes 37,296 shares of restricted stock granted to the reporting person on February 15, 2017 that vest in equal annual installments on the second and third anniversaries of the date of grant.
- $12. \ Includes \ 94,230 \ shares \ of \ restricted \ stock \ granted \ to \ the \ reporting \ person \ on \ February \ 19, \ 2016 \ that \ vest \ on \ the \ third \ anniversary \ of \ the \ date \ of \ grant.$
- $13. \ Represents \ shares \ held \ of \ record \ by \ the \ reporting \ person's \ spouse \ through \ her \ Individual \ Retirement \ Account.$
- 14. 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.
- 15. 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.
- 16. 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.
- 17. 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.
- 18. 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.
- 19. 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.
- 20. 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. Includes 58,389 shares gifted to the trust following their distribution from the JWF 2016-2 GRAT to its settlor as an annuity payment required by the terms of the JWF 2016-2 GRAT. Also includes 73,487 shares gifted to the trust following their distribution from the JWF 2017-2 GRAT to its settlor as an annuity payment required by the terms of the JWF 2017-2 GRAT.
- 21. 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. Includes 58,389 shares gifted to the trust following their distribution from the NNF 2016-2 GRAT to its settlor as an annuity payment required by the terms of the NNF 2016-2 GRAT. Also includes 73,487 shares gifted to the trust following their distribution from the JWF 2017-2 GRAT to its settlor as an annuity payment required by the terms of the JWF 2017-2 GRAT.
- 22. 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.
- 23. 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.
- 24. The employee stock options vested in two equal biennial installments and were fully vested as of February 11, 2018.

## Remarks:

/s/ Joseph Wm. Foran, by Kyle A. Ellis as attorney-in-fact 08/08/2018

\*\* 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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