FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burd	en
l	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).

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

(Street) DALLAS TX 75240 Table I - Non-Derivative Securities Acquired, Month/Day/Year) Code V Amount (A) or Price (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr.	Name and Address of Reporting Person* Burkert Craig T					2. Issuer Name and Ticker or Trading Symbol Matador Resources Co [MTDR]															
4. If Amendment, Date of Original Filed (Month/Day/Year) 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/																				Other (specify below)	
City (State) (Zip)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Portion Date (Month/Day/Year) 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 4) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 4) 5. Amount of Disposed of (D) (Instr. 3, 4 and 4) 6. Ownership Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 4) 7. Note of Disposed of (D) (Instr. 3, 4 and 4) 8. Price of Disposed (D) (Instr. 4) 8. Price of Disp	DALLAS	5 TX	7	75240												Form filed by More than One Reporting					
2. Transaction Date (Month/Day/Year) (Mo	(City)	(St	ate) (.	Zip)																	
Date (Month/Day/Year) Execution Date if far (Month/Day/Year) Execution Da			Tabl	e I - Nor	1-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, or	Bene	efici	ally (Owne	ed			
Common Stock 10/28/2016 A 1,468(1) A \$0 73,624 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (Month/Day/Year) (Instr. 3) 2. Conversion or Exercise Price of Derivative Securities Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) Amount 7. Title and Amount of Securities Security (Instr. 3) Amount (A) or (D) Price (Transaction(s) (Instr. 3 and 4) D VARIOUS (Instr. 4) D VARIOUS (Inst	Date						Execution Date, ay/Year) if any		Transa Code (Transaction Disposed Code (Instr. 5)					l and Secur Benef Owne		ties cially I Following	Form: (D) or	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (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 (Instr. 3) Amount of Security (Instr. 3) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Securities (Month/Day/Year) Amount of Securities Underlying Derivative Security (Instr. 3) Amount of Security (Instr. 4)									Code	v	Amount		(A) or (D)	Price	e	Transaction(s)				(111341. 4)	
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction Derivative Securities (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Amount of Securities Underlying Derivative Security (Instr. 3) 9. Number of derivative Security (Instr. 5) 9. Number of derivative Securities Underlying Derivative Security (Instr. 3) 9. Number of Derivative Security (Instr. 5) 9. Number of Derivative Security (Instr. 3) 10. Ownership Form: Direct (I) (Instr. 4) 11. Title of Derivative Securities Underlying Derivative Security (Instr. 3) 12. Title and Amount of Securities Underlying Derivative Security (Instr. 3) 13. Transaction (Instr. 4) 14. Title of Derivative Securities Underlying Derivative Security (Instr. 3) 15. Number of Amount of Securities Underlying Derivative Security (Instr. 3) 16. Date Exercisable and Expiration Date (Month/Day/Year) 9. Number of Derivative Security (Instr. 3) 10. Ownership Form: Direct (I) (Instr. 4) 11. Title of Derivative Security (Instr. 3) 12. Title and Amount of Security (Instr. 3) 13. Transaction (Instr. 4) 14. Title of Derivative Securities (Instr. 4) 15. Number of Amount of Securities (Instr. 4) 16. Date Exercisable and Expiration Date (Instr. 4) 16. Date Exercisable and Expiration Date (Instr. 4) 17. Title and Amount of Security (Instr. 3) 18. Price of Derivative Security (Instr. 3) 19. Number of Amount of Security (Instr. 3) 19. Number of Amount of Security (Instr. 3) 19. Number of Amount of Security (Instr. 3) 19. Numb	Common	Stock			10/28	3/2016				A		1,4680	1,468 ⁽¹⁾ A		\$	73,624			D		
Derivative Security (Instr. 3) Instr. 3) Date (Month/Day/Year) Derivative Securities Dorivative Securities Do																					
Or Number	Derivative Security	Derivative lecurity or Exercise Instr. 3) Price of Derivative Price of Derivative Price of Derivative Execution Date, (Month/Day/Year) Execution Date, if any (Month/Day/Year) 8)			Code (of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		ative rities ired osed	Expiration Date			Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	Derivat Securit (Instr. 5		derivative Securities Beneficially Owned Following Reported Transaction	Ownersh Form: Direct (D or Indire (I) (Instr.	vnership orm: rect (D) Indirect	Beneficial Ownership tt (Instr. 4)	

Explanation of Responses:

1. Represents restricted stock units granted to the reporting person on October 28, 2016. 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.

Remarks:

/s/ Craig T. Burkert, by Kyle 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.

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.