\Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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: 3235-0										
Estimated average burden										
hours per response.	05									

	dress of Reporting	Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>Matador Resources Co</u> [MTDR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Foran Joseph Wm</u>			[X	Director	10% Owner			
(Last) (First) (Middle) 5400 LBJ FREEWAY			3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)			
			11/14/2019		Chairman ar	nd CEO			
SUITE 1500									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	vidual or Joint/Group Fili				
DALLAS	TX	75240			X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	—		Person	an One Reputting			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11511.4)
Common Stock	11/14/2019		Р		10,000	A	\$14.3	375 , 984 ⁽¹⁾	I	See footnote ⁽²⁾
Common Stock								78,547 ⁽³⁾⁽⁴⁾	D	
Common Stock								1,105,913 ⁽¹⁾	I	See footnote ⁽⁵⁾
Common Stock								1,177,568(1)	I	See footnote ⁽⁶⁾
Common Stock								37 4,9 28 ⁽¹⁾	I	See footnote ⁽⁷⁾
Common Stock								4,000(1)	I	See footnote ⁽⁸⁾
Common Stock								39,067 ⁽¹⁾	I	See footnote ⁽⁹⁾
Common Stock								39,067 ⁽¹⁾	I	See footnote ⁽¹⁰
Common Stock								390,807 ⁽¹⁾	I	See footnote ⁽¹¹
Common Stock								390,807 ⁽¹⁾	I	See footnote ⁽¹²
Common Stock								324,013 ⁽¹⁾	I	See footnote ⁽¹³
Common Stock								324,013 ⁽¹⁾	I	See footnote ⁽¹⁴
Common Stock								105,000(1)	I	See footnote ⁽¹⁵
Common Stock								40,000(1)	I	See footnote ⁽¹⁶

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Transaction(S) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		Ta	ble II - Deriva	ive Secur	ities Acqu	ired, Disp	osed of,	or Benéficial	y Owned			
			(e.g., p	uts, calls,	warrants	, options,	convertib	le secuirities)				
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed Execution Date.	Code V	(5A)Num(100e)r	ExDectisEbler	cisDadutke and	77 itlīeitle a53 kolares	8. Price of	9. Number of derivative	10. Ownership	11. Nature
	of Elespises	e (% Ionth/Day/Year)	if any	Code (Instr.	Derivative	(Month/Day/	Year)	Securities	Security	Securities	Form:	Beneficial
1. The reporti	ng person state	s that neither the filin	g of this statement no	or anything her	ein shall be de	emed an admis	sion that such	" Underlying person is for purpos Derivative	(Instr. 5) es of Section	Beneficially 16 of the Securitie Owned	Direct (D) S Exchange A or Indirect	' Ownership ctoff (Instr. 4)
amended, or o	otherwise the t	eneficial owner of th	ese shares. The repor	ting person dis	claims benefic	ial ownership o	f these shares,	escent to the extent	of his pecuni	ary interest thereir	^{1.} (I) (Instr. 4)	(iii5iii -)
2. Represents	shares held of	record by the Foran	2012 Security Trust fo	or which the rep	o Disposed n	is the trustee.		and 4)	_	Reported	-	_
3. Includes 59,898 shares of restricted stock granted to the reporting person on February (15tr 3,84) that vest in equal installments on the second and third anniversaries (15tr 4) and (1											-	
4. Includes 18,648 shares of restricted stock granted to the reporting person on February and , 9)17 that vest on the third anniversary of the date of grant.											•	
5. Represents	shares held of	record by Sage Reso	urces, Ltd., which is a	limited partne	rship owned b	y the reporting	person's famil	, including the repo	rting 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.											collectively,	
7. Represents	shares held of	record by the Foran 2	2012 Savings Trust fo	r which the rep	orting person's	s spouse is a tru	istee.			•	•	•
8. Represents	shares held of	record by the reporti	ng person's spouse thi	ough her Indiv	idual Retireme	ent Account.		 Amount or 			•	
9. 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 is the trustee an												
10. Represents shares held of record by the NNF 2018-1 GRAT, for which the reporting (A) roo (b) the texercisable verback the reporting percent shares held of record by the NNF 2018-1 GRAT, for which the reporting (A) roo (b) the texercisable verback the reporting percent shares held of record by the NNF 2018-1 GRAT, for which the reporting (b) the texercisable verback the reporting percent shares held of record by the NNF 2018-1 GRAT, for which the reporting (b) the texercisable verback the reporting percent shares held of record by the NNF 2018-1 GRAT, for which the reporting (b) the texercisable verback the reporting percent shares held of record by the NNF 2018-1 GRAT, for which the reporting (b) the texercisable verback the reporting percent shares held of the texercisable verback the reporting percent shares held of texercisable verback theld of texercisable verback t												
11. 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 is sole voting and investment power.												
12. Represent	12. 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.											
12 Depresent	12. Represente charge held of second by the LWE 2010 1 CRAT for which the reporting person is the twicking and are related and over which the reporting and are related and over which the reporting and are related and over which the reporting and are related and over the relation and are related and are related and over the relation and are related and are related and over the related and are rel											

13. Represents shares held of record by the JWF 2019-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 125,043 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. Also includes 131,876 shares gifted to the trust following their distribution from the JWF 2018-2 GRAT to its settlor as an annuity payment required by the terms of the JWF 2018-2 GRAT. Also includes 131,876 shares gifted to the trust following their distribution from the JWF 2018-2 GRAT to its settlor as an annuity payment required by the terms of the JWF 2018-2 GRAT. Also includes 67,094 shares gifted to the JWF 2019-2 GRAT by its settlor.

14. Represents shares held of record by the NNF 2019-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Includes 125,043 shares gifted to the trust following their distribution from the NNF 2017-2 GRAT to its settlor as an annuity payment required by the terms of the NNF 2017-2 GRAT. Also includes 131,876 shares gifted to the trust following their distribution from the NNF 2018-2 GRAT to its settlor as an annuity payment required by the terms of the NNF 2018-2 GRAT. Also includes 131,876 shares gifted to the trust following their distribution from the NNF 2018-2 GRAT to its settlor as an annuity payment required by the terms of the NNF 2018-2 GRAT. Also includes 67,094 shares gifted to the NNF 2019-2 GRAT by its settlor.

15. Represents shares held of record by The Joseph Donald 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.

16. 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.

Remarks:

<u>/s/ Joseph Wm. Foran, by Kyle</u> <u>A. Ellis as attorney-in-fact</u> <u>11/14/2019</u>

** 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.