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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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	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol Matador Resources Co [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 SUITE 1500			3. Date of Earliest Transaction (Month/Day/Year) 09/10/2013	x	Officer (give title below) Chairman, CEO a	Other (specify below) nd President				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ng (Check Applicable				
DALLAS	TX	75240		X	X Form filed by One Reporting Person					
(City)	(State)	(Zip)	—		Form filed by More th Person	an One Reporting				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Disposed Of 5)	Acquired (D) (Instr	(A) or . 3, 4 and	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)		(11311.4)	
Common Stock	09/10/2013		Р		10,000	A	\$15.25	150,000(1)	I	See footnote ⁽²⁾	
Common Stock	09/10/2013		Р		5,000	A	\$15.25	1,079,933 ⁽¹⁾	I	See footnote ⁽³⁾	
Common Stock								129,956 ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	D		
Common Stock								10,000 ⁽¹⁾	I	Represent shares held of record by the reporting person's college age child.	
Common Stock								4,000(1)	Ι	See footnote ⁽⁸⁾	
Common Stock								837,181(1)	I	See footnote ⁽⁹⁾	
Common Stock								837,181 ⁽¹⁾	I	See footnote ⁽¹⁰	
Common Stock								371,459 ⁽¹⁾	Ι	See footnote ⁽¹¹	
Common Stock								371,459 ⁽¹⁾	Ι	See footnote ⁽¹²	
Common Stock								135,500 ⁽¹⁾	I	See footnote ⁽¹³	
Common Stock								50,000 ⁽¹⁾	Ι	See footnote ⁽¹⁴	

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)	3. Transaction Date (Month/Day/Year)	Execution Date, if any	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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

		Ta	ble II - Deriva (e.g., p					ired, Disp options, o			lor				
1. Title of	2.	3. Transaction	3A. Deemed	⊈ ode		(6A)Nu	m(100e)r	ExDatisEbler	isDatatlee and		aSolidares	8. Price of	9. Number of	10.	11. Nature
Derivative Eseptantetion (Instr. 3)	Onversion of Elesspises Price of	estionth/Day/Year)	Execution Date, if any (Month/Dav/Year)	Transa Code 8)	(Instr.		ative	(Month/Day/	'ear)	Amour Securi Underl	ties	Derivative Security (Instr. 5)	derivative Securities Beneficially	Form: Direct (D)	of Indirect Beneficial Ownership
amended, or	Price of inc person state Derivative otherwise the b	s that neither the filin eneficial owner of th	(Month/Day/Year) ng of this statement n nese shares. The repor	or anyth ting per	ing her son dis	ein shal Acqu claims (A) o	l De dee lired penefici	al ownership of	these shares,	Deriva Securi		co or occuon	Owned	or Indirect (I) (Instr. 4)	(Instr. 4), as
1 1	-		2012 Savings Trust fo		-					and 4)			Reported		
3. Represents	shares held of	record by Sage Reso	urces, Ltd., which is	a limiteo	l partne		wned by	y the reporting p	person's family	y, includ	ing the repo	rting person.	Transaction(s) (Instr. 4)		
			ted to the reporting pe										sary of the date of	grant, March	8, 2017.
5 Includes 2	0.052 shares of	restricted stock gram	ted to the reporting pa	erson on	April 1	16 2013	Such	- shares of restric	ted stock will	- vest in t	wo equal hi	ennial installi	ments heginning o	n the second a	nniversary of

the date of grant, April 16, 2014.

6. Includes 20,052 shares of restricted stock granted to the reporting person on April 16, 2012. Such shares of restricted stock will vest following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.

7. Includes 20,052 restricted stock units granted to the reporting person on April 16, 2012. Such restricted stock units will vest, and an applicable number of shares of common stock will be deliverable to the reporting person, following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achieve Arnouvit certain performance conditions as specified in the reporting person's award agreement. o

8. Represents shares held of record by the reporting person's spouse through her Individual Retiremen Date ount. 9. Represents shares held of record by the JWF 2011-1 GRAT, for whick Code ep Vrting p(A) on i(D) et rice recisable rulates the reporting personates sole voting and investment power.

10. Represents shares held of record by the NNF 2011-1 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 JWF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Such shares were gifted to the trust following their distribution from the JWF 2011-1 GRAT to its settlor as an annuity payment required by the terms of the JWF 2011-1 GRAT.

12. Represents shares held of record by the NNF 2013-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power. Such shares were gifted to the trust following their distribution from the NNF 2011-1 GRAT to its settlor as an annuity payment required by the terms of the NNF 2011-1 GRAT.

13. 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.

14. 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:

/s/ Joseph Wm. Foran, by Kyle 09/11/2013

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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