

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:	3235-0287
Estimated average burden 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).

1. Name and Address of Reporting Person* <u>Foran Joseph Wm</u> (Last) (First) (Middle) 5400 LBJ FREEWAY SUITE 1500 (Street) DALLAS TX 75240 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Matador Resources Co [MTDR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/07/2022	
	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)	2A. Deemed Execution Date, if any (Month/Day/Year)	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 Transaction(s) (Instr. 3 and 4)	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			
Common Stock	03/11/2022		G ⁽¹⁾	V	2,900	D	\$0	0	D	
Common Stock	03/11/2022		G ⁽¹⁾	V	2,412	D	\$0	0	I	See footnote ⁽²⁾
Common Stock	03/11/2022		G ⁽¹⁾	V	1,688	D	\$0	413,899 ⁽³⁾	I	See footnote ⁽⁴⁾
Common Stock	04/07/2022		M		108,003	A	\$27.26	108,003	D	
Common Stock	04/07/2022		F		75,783 ⁽⁵⁾	D	\$53.65	32,220	D	
Common Stock	04/07/2022		M		105,485	A	\$29.68	137,705	D	
Common Stock	04/07/2022		F		76,902 ⁽⁶⁾	D	\$53.65	60,803	D	
Common Stock								1,105,913 ⁽³⁾	I	See footnote ⁽⁷⁾
Common Stock								1,137,182 ⁽³⁾	I	See footnote ⁽⁸⁾
Common Stock								446,519 ⁽³⁾	I	See footnote ⁽⁹⁾
Common Stock								388,131 ⁽³⁾	I	See footnote ⁽¹⁰⁾
Common Stock								388,131 ⁽³⁾	I	See footnote ⁽¹¹⁾
Common Stock								235,970 ⁽³⁾	I	See footnote ⁽¹²⁾
Common Stock								235,970 ⁽³⁾	I	See footnote ⁽¹³⁾
Common Stock								145,882 ⁽³⁾	I	See footnote ⁽¹⁴⁾
Common Stock								145,882 ⁽³⁾	I	See footnote ⁽¹⁵⁾
Common Stock								198,459 ⁽³⁾	I	See footnote ⁽¹⁶⁾
Common Stock								198,459 ⁽³⁾	I	See footnote ⁽¹⁷⁾

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Security	2. Conversion or Price of Derivative	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned	10. Ownership Form (Direct (D) or Indirect (I))	11. Nature of Indirect Beneficial Ownership
Employee Stock Option	\$27.26	04/07/2022		M	108,003	02/14/2023	Common Stock	108,003			
Employee Stock Option	\$29.68	04/07/2022		M	105,485	02/15/2024	Common Stock	105,485	\$0		

Explanation of Responses:

- Reflects the gift of common stock to a charitable donor advised fund.
- Represents shares held of record by the reporting person's spouse.
- 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 the securities, except to the extent of his pecuniary interest therein.
- Represents shares held of record by the Foran 2012 Security Trust for which the reporting person is the trustee.
- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 108,003 employee stock options that were granted to the reporting person on February 15, 2017. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 105,485 employee stock options that were granted to the reporting person on February 16, 2018. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- 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.
- 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.
- Represents shares held of record by the Foran 2012 Savings Trust for which the reporting person's spouse is a trustee.
- Represents shares held of record by the JWF 2020-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents shares held of record by the NNF 2020-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents shares held of record by the JWF 2021-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents shares held of record by the NNF 2021-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents shares held of record by the JWF 2021-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents shares held of record by the NNF 2021-2 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents shares held of record by the JWF 2022-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- Represents shares held of record by the NNF 2022-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- The employee stock options vested in equal annual installments on the first, second and third anniversaries of the date of grant and were fully vested as of February 15, 2020.
- The employee stock options vested in equal annual installments on the first, second and third anniversaries of the date of grant and were fully vested as of February 16, 2021.

Remarks:

/s/ Joseph Wm. Foran, by Brian J. Willey as attorney-in-fact 04/11/2022

** 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.