FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. 20549 |
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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

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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* FORRESTER ROGERS JULIA P. | | | | 2. Issuer Name and Ticker or Trading Symbol Matador Resources Co [MTDR] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issu (Check all applicable) X Director 10% Owner | | | | | | |
|--|-------|--|--|---|---|--|---|---|--|--------|--------------------|---|---|---|----------------------------|---|--|---|--|
| (Last) (First) (Middle) 5400 LBJ FREEWAY SUITE 1500 | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/13/2020 | | | | | | | | | Officer (give title Other (specify below) below) | | | | | |
| (Street) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | |
| DALLAS | S TX | 7 | 5240 | | | | | | | | | | | | m filed by | More tha | an One R | teporting | |
| (City) | (Sta | ate) (2 | Zip) | | | | | | | | | | | | | | | | |
| | | Table | I - No | n-Deriva | tive | Secu | rities | Acc | quirec | l, Dis | sposed of | , or B | enefic | cially Ov | ned | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Year) | | Execution Date, | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | or and Securities Beneficially Owned Followi Reported | | 6. Ownership Form: Direct (D) or Indirect ing (I) (Instr. 4) | | Ownership | | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | Transa | ed ction(s) 8 and 4) | | | (Instr. 4) | |
| Common Stock | | | | 03/13/2020 | | , | | P | | 5,000 | A | \$2 | 5, | 5,800(1) | | I | See footnote ⁽²⁾ | | |
| Common | Stock | | | | | | | | | | | | | 2 | 3,677 |] | D | | |
| Common Stock | | | | | | | | | | | | | 1 | 9,785 | | I | Represents shares held of record by the reporting person's Individual Retirement Account. | | |
| | | Tal | | | | | | | | | oosed of, o | | | | ed | | | | |
| Derivative Conversion Date | | 3. Transaction Date (Month/Day/Year) | Executi if any | 3A. Deemed Execution Date, | | 4. Transaction Code (Instr. 8) | | vative rrities pired r osed) r. 3, 4 | 6. Date Exer Expiration D (Month/Day/ | | ate | 7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4) | | | | ve es ially ng ed etion(s) | 10. Ownersi Form: Direct (E or Indire (I) (Instr. | Beneficial Ownership ect (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exerc | isable | Expiration Date | | Amoun or Number of Shares | 1 | | | | | |

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 her pecuniary interest therein.
- 2. Represents shares held of record by the reporting person's spouse.

Remarks:

/s/ Julia P. Forrester Rogers, by Kyle A. Ellis as attorney-

03/17/2020

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.