

Matador Resources Co
 Form 4
 February 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burkert Craig T
 (Last) (First) (Middle)
 5400 LBJ FREEWAY, SUITE 1500
 (Street)
 DALLAS, TX 75240
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Matador Resources Co [MTDR]
 3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2017
 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	02/15/2017		A		1,251 (1)	A	\$ 0	40,133 (2)	D	
Common Stock								34,742 (3)	I	Represents shares held of record by the reporting person's Individual Retirement Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burkert Craig T 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240		X		

Signatures

/s/ Craig T. Burkert, by Kyle A. Ellis as attorney-in-fact

02/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Represents restricted stock units granted to the reporting person on February 15, 2017. Such restricted stock units will vest in equal annual installments on the first, second and third anniversaries of the date of grant (the "Grant Date Anniversaries"). Fifty percent of such restricted stock units will be deliverable to the reporting person in an equal number of shares of common stock on the Grant Date Anniversaries, respectively, and delivery of the remaining 50% has been deferred by the reporting person to within 30 days of the earlier of (i) the eighth, ninth and tenth anniversaries of the date of grant, respectively, (ii) separation of service or (iii) a change in control.
- (2) Amount of securities has been adjusted to reflect a previous over-reporting of 34,742 directly held shares, which are actually held of record indirectly by the reporting person's Individual Retirement Account.
- (3) Represents shares held of record by the reporting person's Individual Retirement Account that were previously reported as being held directly by the reporting person.

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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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