Memorial Resource Development Corp.

Form 4

September 16, 2016

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

OMB Number:

OMB APPROVAL

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obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Williams John D Issuer Symbol Memorial Resource Development (Check all applicable) Corp. [MRD] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) 500 DALLAS, SUITE 1800 09/16/2016 VP, Reservoir Eng & Exploit (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002 Person

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	lly 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. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/16/2016		D	38,568 (3)	D	(1) (2)	0	D	
Common Stock	09/16/2016		F	8,875	D	<u>(4)</u>	0	D	

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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	d 8. Price of	9. Nı
Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Pate	Amount of	Derivative	Deri
or Exercise		any	Code	of	(Month/Day/	/Year)	Underlying	g Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
Derivative				Securities	3		(Instr. 3 an	d 4)	Own
Security				Acquired					Follo
				(A) or					Repo
				Disposed					Tran
				of (D)					(Inst
				(Instr. 3,					
				4, and 5)					
							Amo	Ount	
								Ount	
					Date Exercisable	Expiration Date	Title Number	nher	
			Code V	(A) (D)				res	
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Derivative Security (Month/Day/Year) Execution Date, if any Code of (Instr. 8) Derivative Security Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise any Code of (Month/Day/Year) Execution Date, if any Code of (Month/Day Price of Derivative Security Securi	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Security Securities Security Securities Security Securities Security Securities Securitie	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying (Month/Day/Year) Underlying Securities Price of Derivative Security Securities Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of (Month/Day/Year) Underlying Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount of (Month/Day/Year) Underlying Securities Securities Figure 1	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Security Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 3 and 4) Security Security (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of Underlying Security (Instr. 5) Amount of Underlying Security (Instr. 5) Derivative Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date or Number of Underlying Security (Instr. 5) Amount or Disposed of (D) (Instr. 3, 4, and 5)

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Williams John D 500 DALLAS, SUITE 1800 HOUSTON, TX 77002

VP, Reservoir Eng & Exploit

Signatures

/s/ Kyle N. Roane, Attorney-in-Fact

09/16/2016

**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).
- On September 16, 2016, pursuant to the Agreement and Plan of Merger dated as of May 15, 2016 (the "Merger Agreement"), by and among Memorial Resource Development Corp. (the "Company"), Range Resources Corporation ("Range") and Medina Merger Sub, Inc. ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger and continuing as a wholly-owned subsidiary of Range.
 - Pursuant to the Merger Agreement, each share of Company common stock issued and outstanding immediately prior to the effective time of the Merger owned by the Reporting Person was converted at such time into the right to receive 0.375 of a share of Range common stock, or in the case of fractional shares of Range common stock, cash (without interest) in an amount equal to the product of (i) such fractional part of a share of Range common stock multiplied by (ii) the volume weighted average price of Range common stock for the five consecutive trading days immediately prior to the closing date of the Merger as reported by Bloomberg, L.P. The closing price per share of Range common stock on the day prior to the effective date of the merger was \$39.37.
- Includes 32,444 shares of restricted Company common stock that were granted to the Reporting Person under the Company 2014 Long-Term Incentive Plan that, pursuant to the Merger Agreement, vested immediately prior to the effective time of the Merger and the restrictions with respect thereto lapsed, and each such share of restricted Company common stock was converted at the effective time of the Merger into the right to receive the Merger Consideration.
- The reporting person delivered 8,875 shares of common stock to satisfy tax withholding liabilities incident to the vesting of restricted shares pursuant to the Merger in accordance with Rule 16b-3.

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.