Matador Resources Co Form 4 May 04, 2015

FORM 4

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

OMB

Issuer

_X__ Director

3235-0287 Number: January 31, Expires:

10% Owner

OMB APPROVAL

2005 Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Matador Resources Co [MTDR]

3. Date of Earliest Transaction

(Month/Day/Year)

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Baribault Reynald

(Last)

1. Name and Address of Reporting Person *

(First)

(Middle)

| 5400 LBJ F | ` | 05/01/2015 | | | Officer (give title Other (specify below) | | | | |
|--------------------------------------|------------|---|--|---------------------|---|--|--|--|--|
| | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) (Z | Zip) Tabl | e I - Non-D | erivative : | Secur | ities A | equired, Disposed | l of, or Benefic | ially Owned |
| 1.Title of Security (Instr. 3) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | Disposed (Instr. 3, | (A) of (D) of (D) (A) or (D) |) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| Stock Common Stock | | | | _ | | | 2,000 | I | Represents shares held of record by the reporting person's Individual Retirement Account. |
| Common Stock | | | | | | | 19,000 (2) | I | See footnote $\underline{(3)}$ |

Common Stock 5,000 $\underline{^{(2)}}$ I See footnote $\underline{^{(4)}}$

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

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 control number.

SEC 1474

(9-02)

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) | 4. Transac Code (Instr. 8 | 5. tionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | . | ate | 7. Tit Amou Under Secur (Instr | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|--------------------------------------|------------------------------------|--|---------------------|--------------------|--|--|---|---|
| | | | Code ' | / (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| Toporoug o water tune / Trust ess | Director | 10% Owner | Officer | Other | | | |
| Baribault Reynald 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240 | X | | | | | | |

Signatures

/s/ Reynald A. Baribault, by Kyle A. Ellis as attorney-in-fact 05/04/2015

**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).
- Represents restricted stock units granted to the reporting person on May 1, 2015. Such restricted stock units will vest, and an equal (1) number of shares of common stock will be deliverable to the reporting person, in equal annual installments on the first, second and third anniversaries of the date of grant.

(2)

Reporting Owners 2

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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 his pecuniary interest therein.

- (3) Represents shares held of record by the Reynald A. Baribault Maritalized Revocable Living Trust for which both the reporting person and his spouse are trustees.
- (4) Represents shares held of record by the Sally K. Baribault Maritalized Revocable Living Trust for which both the reporting person and his spouse are trustees.

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.