

Matador Resources Co
 Form 4/A
 May 04, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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).

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 *
Robinson Bradley M

 (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)
04/23/2015

 4. If Amendment, Date Original Filed (Month/Day/Year)
04/27/2015

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CTO, VP-Reservoir Engineering

 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/23/2015		F	(A) or (D) D	2,735 \$ 27.81 188,194 ⁽²⁾ _{(3) (4) (5)}	D	Represents shares held of record by the reporting person's Individual Retirement Account.
Common Stock					50,000	I	

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

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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)	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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Bradley M 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240			CTO, VP-Reservoir Engineering	

Signatures

/s/ Bradley M. Robinson, by Kyle A. Ellis as attorney-in-fact
 Date: 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).
- (1) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon the vesting of 10,000 shares of restricted stock and restricted stock units. No shares were sold by the reporting person to satisfy this tax liability. The original Form 4 is being amended by this Form 4/A to reduce the number of shares actually withheld by the Issuer and increase the amount of securities beneficially owned following the transaction after final calculation of the resulting tax liability.
 - (2) Includes 2,663 shares of restricted stock granted to the reporting person on February 11, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, February 11, 2016.
 - (3) Includes 15,000 shares of restricted stock granted to the reporting person on March 8, 2013. Such shares of restricted stock will vest on the fourth anniversary of the date of grant, March 8, 2017.

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- (4) Includes 2,500 shares of restricted stock granted to the reporting person on April 16, 2012 that vest on the fourth anniversary of the date of grant, April 16, 2016.

Includes 10,000 shares of restricted stock and restricted stock units granted to the reporting person on April 16, 2012 less 2,837 shares

- (5) withheld by the Issuer to satisfy tax liability in connection with the April 23, 2015 vesting of such shares and units based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.

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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