

Macalik Robert T
Form 4
April 29, 2019

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 *
Macalik Robert T

2. Issuer Name and Ticker or Trading Symbol
Matador Resources Co [MTDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5400 LBJ FREEWAY, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Chief Accounting Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75240

(City) (State) (Zip)

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)
Common Stock	04/29/2019		A	V Amount 7,688 (1)	(A) or (D) Price \$ 0	48,860 (2) (3) (4) (5) (6)	D
Common Stock					1,550	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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(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 or Value of Underlying Securities (Instr. 3 and 4)
Phantom Units	<u>(7)</u>	04/29/2019		A	7,688	<u>(8)</u> <u>(8)</u>	Common Stock	7,688

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macalik Robert T 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240			SVP, Chief Accounting Officer	

Signatures

/s/ Robert T. Macalik, by Kyle A. Ellis as attorney-in-fact 04/29/2019

____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 of restricted stock granted to the reporting person on April 29, 2019 that vest in equal annual installments on the first, second and third anniversaries of the date of grant.
- (2) Includes 11,980 shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal annual installments on the second and third anniversaries of the date of grant.
- (3) Includes 6,973 shares of restricted stock granted to the reporting person on July 6, 2017 that vest on the third anniversary of the date of grant.
- (4)

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Includes 1,862 shares of restricted stock granted to the reporting person on February 16, 2017 that vest on the third anniversary of the date of grant.

- (5) Includes 2,084 shares of restricted stock granted to the reporting person on August 22, 2016 that vest on the third anniversary of the date of grant.
- (6) Includes 5,669 shares of restricted stock granted to the reporting person on July 18, 2016 that vest on the third anniversary of the date of grant.
- (7) Each phantom unit is the economic equivalent of one share of common stock of Matador Resources Company.
- (8) The phantom units vest in equal annual installments on the first, second and third anniversaries of the date of grant.

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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