

Singleton Van H II  
Form 4  
February 20, 2018

**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 \*  
Singleton Van H II

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)  
02/15/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP - Land

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |  |
| Common Stock                    | 02/15/2018                           |  | F                              |   | 2,210<br>(1)  | D  |  |
|                                 |                                      |  |                                |   | \$ 29.57  |  |  |
| Common Stock                    | 02/16/2018                           |  | A                              |   | 31,446<br>(6)   | A  |  |
|                                 |                                      |  |                                |   | \$ 0  |  |  |
|                                 |                                      |  |                                |   | 75,559 (2) (3)<br>(4) (5)   | D  |  |
|                                 |                                      |  |                                |   | 107,005 (2)<br>(3) (4) (5)  | D  |  |

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

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SEC 1474  
(9-02)

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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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option                      | \$ 29.68   | 02/16/2018                           |  | A                              | 36,919  | (7)  | 02/15/2024  | Common Stock | 36,919                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| Singleton Van H II<br>5400 LBJ FREEWAY<br>SUITE 1500<br>DALLAS, TX 75240 |               |           | EVP - Land |       |

## Signatures

/s/ Van H. Singleton, II, by Kyle A. Ellis as attorney-in-fact 02/20/2018

\*\*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 6,468 shares of restricted stock that were granted to the reporting person on February 15, 2017. No shares were sold by the reporting person to satisfy this tax liability.
  - (2) Includes 12,938 shares of restricted stock granted to the reporting person on February 15, 2017 that vest in equal annual installments on the second and third anniversaries of the date of grant.
  - (3) Includes 17,450 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant.
  - (4) Includes 902 shares of restricted stock granted to the reporting person on April 30, 2015 that vest on the third anniversary of the date of grant.
  - (5) Includes 690 shares of restricted stock granted to the reporting person on March 17, 2014 that vest on the fourth anniversary of the date of grant.
  - (6) Represents shares of restricted stock granted to the reporting person on February 16, 2018 that vest in equal annual installments on the first, second and third anniversaries of the date of grant.

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(7) The employee stock options 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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