Memorial Resource Development Corp.

Form 4

April 21, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

January 31,

Expires: 2005
Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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).

1. Name and Address of Reporting Person \*

(Print or Type Responses)

Eckerman Steven Wayne Issuer Symbol Memorial Resource Development (Check all applicable) Corp. [MRD] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title \_\_X\_ Other (specify (Month/Day/Year) below) below) 9805 KATY FREEWAY, SUITE 04/20/2015 Member 13(d) group owning >10% 400

2. Issuer Name and Ticker or Trading

(Street) 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

Person

(1)

Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

HOUSTON, TX 77024

| (City)          | (State)             | (Zip) Tab          | le I - Non-                 | Derivative             | Secur  | rities Acquii | red, Disposed of, | or Beneficiall | y Owned      |
|-----------------|---------------------|--------------------|-----------------------------|------------------------|--------|---------------|-------------------|----------------|--------------|
| 1.Title of      | 2. Transaction Date | 2A. Deemed         | 3.                          | 4. Securit             | ies Ac | quired (A)    | 5. Amount of      | 6.             | 7. Nature of |
| Security        | (Month/Day/Year)    | Execution Date, if | Transaction Disposed of (D) |                        |        | Securities    | Ownership         | Indirect       |              |
| (Instr. 3)      |                     | any                | Code                        | de (Instr. 3, 4 and 5) |        |               | Beneficially      | Form:          | Beneficial   |
|                 |                     | (Month/Day/Year)   | (Instr. 8)                  |                        |        |               | Owned             | Direct (D)     | Ownership    |
|                 |                     |                    |                             |                        |        |               | Following         | or Indirect    | (Instr. 4)   |
|                 |                     |                    |                             |                        | (4)    |               | Reported          | (I)            |              |
|                 |                     |                    |                             |                        | (A)    |               | Transaction(s)    | (Instr. 4)     |              |
|                 |                     |                    |                             |                        | or     | <b>-</b> .    | (Instr. 3 and 4)  |                |              |
|                 |                     |                    | Code V                      | Amount                 | (D)    | Price         | · ·               |                |              |
| Common          |                     |                    |                             |                        |        | \$            |                   |                |              |
| Common<br>Stock | 04/20/2015          |                    | S                           | 11,300                 | D      | 19.8544       | 942,710           | D              |              |

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)

#### Edgar Filing: Memorial Resource Development Corp. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) |                                   |                     | ate             | 7. Title<br>Amoun<br>Under | int of<br>lying<br>ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|--------------------------|--|---------------------------------|
|   | Derivative<br>Security                      |   |   |                                       | Securities<br>Acquired            |                     |                 | (Instr.                    | 3 and 4)                 |  | Owne<br>Follo                   |
|   |   |   |   |                                       | (A) or<br>Disposed                |                     |                 |                            |                          |  | Repo<br>Trans                   |
|   |   |   |   |                                       | of (D)<br>(Instr. 3,<br>4, and 5) |                     |                 |                            |                          |  | (Instr                          |
|   |   |   |   |                                       | 4, and 3)                         |                     |                 |                            | Amount                   |  |                                 |
|   |   |   |   |                                       |                                   | Date<br>Exercisable | Expiration Date | Title                      | or<br>Number<br>of       |  |                                 |
|   |   |   |   | Code V                                | (A) (D)                           |                     |                 |                            | Shares                   |  |                                 |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eckerman Steven Wayne 9805 KATY FREEWAY, SUITE 400 HOUSTON, TX 77024

Member 13(d) group owning >10%

#### **Signatures**

/s/ Steven Wayne 04/20/2015 Eckerman

\*\*Signature of Reporting 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.85 to \$19.895 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.

Reporting Owners 2