LANEY DAVID M.

Form 4

September 17, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

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obligations

**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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LANEY DAVID M. Issuer Symbol Matador Resources Co [MTDR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify Officer (give title 5400 LBJ FREEWAY, SUITE 1500 09/13/2012 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75240 Person

(City)	(State) 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. Transactic Code (Instr. 8)	4. Securi onAcquirec Disposed (Instr. 3,	l (A) o l of (D	<b>)</b> )	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	09/13/2012		A	1,825 (1)	A	\$0	403,498 (2) (3)	D	
Common Stock							0 (4)	I	See footnote (4)
Common Stock							55,000 (5)	I	See footnote (6)

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

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(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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director LANEY DAVID M. 5400 LBJ FREEWAY, SUITE 1500 X DALLAS, TX 75240

# **Signatures**

/s/ David M. Laney, by Kyle Ellis as attorney-in-fact

09/17/2012

\*\*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 September 13, 2012. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, September 13, 2013.
- Includes 1,745 restricted stock units granted to the reporting person on June 29, 2012. Such restricted stock units will vest, and an equal (2) number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, June 29, 2013.
- Includes 1,701 restricted stock units granted to the reporting person on April 11, 2012. Such restricted stock units will vest, and an equal (3) number of shares of common stock will be deliverable to the reporting person, in equal installments over a three year period beginning with the first anniversary of the date of grant, April 11, 2013.
- The reporting person previously reported a beneficial interest in 254,250 shares of common stock held of record by the reporting person's (4) adult children, who gave the reporting person voting power over such shares through a revocable power of attorney. The revocable power of attorney has been terminated, and, therefore, the reporting person no longer has a reportable beneficial interest in such shares.
- The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, (5) 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.

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(6) Represents shares held of record by Laney Investments Ltd.

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.