Memorial Resource Development Corp. Form 4 August 19, 2015 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

		Address of Report	-	2. Issuer Name Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
				Memorial Res Corp. [MRD]	source Development	(Check all applicable)				
	(Last)	(First)	(Middle)	3. Date of Earlie (Month/Day/Yea		Director 10% Owner Officer (give titleX Other (specify				
	12454 KIM	BERLEY		08/18/2015		below) below) Member 13(d) group owning >10%				
(Street)				4. If Amendment	t, Date Original	6. Individual or Joint/Group Filing(Check				
				Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by One Reporting Person				
	HOUSTON	, TX 77024				Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table I - No	on-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned				
	1.Title of	2. Transaction	Date 2A. Dee	emed 3.	4. Securities Acquired	5. Amount of 6. Ownership 7. Nature of				

1. Title of	2. Transaction Date	2A. Deemed	3.		4. Securiti	les Aco	quired	5. Amount of	6. Ownership	/. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transa	ctio	n(A) or Dis	posed	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code		(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr.	8)				Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(•)		Reported		
						(A)		Transaction(s)		
			Cala	N 7	A	or	Duine	(Instr. 3 and 4)		
a			Code	V	Amount	(D)	Price			
Common	08/18/2015		S		65,590	D	\$	608,775	D	
Stock	00/10/2015		5		05,570	D	20.1	000,775	D	
G										
Common	08/19/2015		G	V	12,100	D	\$0	596,675	D	
Stock	00/17/2015		U	•	12,100	D	ΨΟ	570,075	D	

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

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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. Transactio Code (Instr. 8)	of		Date	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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			
Eckerman Steven Wayne 12454 KIMBERLEY HOUSTON, TX 77024				Member 13(d) group owning >10%			
Signatures							
/s/ Steven Wayne Eckerman	08/19/2015						
<u>**</u> 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).

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.