

Matador Resources Co
 Form 3
 February 23, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Goodwin Billy E		(Month/Day/Year)	Matador Resources Co [MTDR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
5400 LBJ FREEWAY,Â SUITE 1500		02/19/2016	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
DALLAS,Â TXÂ 75240			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			SVP - Operations	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	52,955 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option	Â (2)	04/15/2017	Common Stock	20,833	\$ 10.49	D	Â
Employee Stock Option	Â (3)	03/11/2018	Common Stock	18,750	\$ 8.18	D	Â
Employee Stock Option	Â (4)	03/16/2019	Common Stock	11,033	\$ 22.66	D	Â
Employee Stock Option	Â (5)	01/20/2020	Common Stock	34,286	\$ 22.01	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodwin Billy E 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240	Â	Â	Â SVP - Operations	Â

Signatures

/s/ Billy E. Goodwin, by Kyle A. Ellis as attorney-in-fact

02/23/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 2,604 shares of restricted stock granted to the reporting person on April 16, 2012 that vest on the fourth anniversary of the date of grant, April 16, 2016.
- (2) As of the date of this report, half of the employee stock options are vested and exercisable and half will vest on the fourth anniversary of the date of grant, April 16, 2016.
- (3) The employee stock options vest on the fourth anniversary of the date of grant, March 12, 2017.
- (4) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
- (5) The employee stock options vest on the third anniversary of the date of grant, January 21, 2018.

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. = "overflow: hidden; font-size: 10pt; ">

Title:
Senior Vice President and Controller