

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Krug George G</p> <p>(Last) (First) (Middle)</p> <p>5400 LBJ FREEWAY,Â SUITE 1500</p> <p>(Street)</p> <p>DALLAS,Â TXÂ 75240</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/19/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Matador Resources Co [MTDR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP - Mktg and Midstream</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	17,975 (1) (2) (3) (4)	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) Title	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 (5)	04/15/2017	Common Stock	8,000	\$ 10.49	D	Â
Employee Stock Option	Â (6)	03/11/2017	Common Stock	37,500	\$ 8.18	D	Â
Employee Stock Option	Â (7)	03/16/2019	Common Stock	4,413	\$ 22.66	D	Â
Employee Stock Option	Â (8)	01/20/2020	Common Stock	5,714	\$ 22.01	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krug George G 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240	Â	Â	Â SVP - Mktg and Midstream	Â

Signatures

/s/ George G. Krug, 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 8,696 shares of restricted stock granted to the reporting person on October 5, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, October 5, 2018.
- (2) Includes 2,500 shares of restricted stock granted to the reporting person on January 21, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, January 21, 2018.
- (3) Includes 2,207 shares of restricted stock granted to the reporting person on March 17, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
- (4) Includes 1,000 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.
- (5) 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.
- (6) The employee stock options vest on the third anniversary of the date of grant, March 12, 2016.
- (7) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
- (8) 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.

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