Memorial Resource Development Corp. Form 4 January 13, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							т	OMB APPROVAL			
Washington, D.C. 20549								Number:	3235-0287		
Check this if no longe	<ul> <li>statement of changes in Beneficial ownership of SECURITIES</li> </ul>								Expires:	January 31, 2005	
subject to Section 16 Form 4 or									Estimated a burden hou response	average irs per	
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)										
ONELL CADOL				2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			Memorial Resource Development Corp. [MRD]				ent	(Check all applicable)			
				<ol> <li>Date of Earliest Transaction</li> <li>(Month/Day/Year)</li> </ol>				_X_ Director 10% Owner Officer (give title Other (specify			
500 DALLA 1800	01/09/2015					below)	below)				
				mendment, Date Original /onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
HOUSTON, TX 77002				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o of (D 4 and (A)	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/09/2015			Code V A	Amount 6,925 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 14,688	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.

 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)	Code	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
ONEILL CAROL 500 DALLAS STREET, SUITE 1800 HOUSTON, TX 77002	Х						
Signatures							
/s/ Jason M. Childress, Attorney-in-Fact	01/13/2015						
<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).
- (1) These restricted shares are granted under the Memorial Resource Development Corp. 2014 Long Term Incentive Plan and will vest on the first anniversary date of the grant.

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.