

LANEY DAVID M.  
Form 4  
September 17, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
LANEY DAVID M.

2. Issuer Name and Ticker or Trading Symbol  
Matador Resources Co [MTDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5400 LBJ FREEWAY, SUITE 1500  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/13/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DALLAS, TX 75240  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 09/13/2012                           |  | A                              | (A) or (D) Price<br>1,825<br>(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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SEC 1474  
(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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| LANEY DAVID M.<br>5400 LBJ FREEWAY, SUITE 1500<br>DALLAS, TX 75240 |               | X         |         |       |

### 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).
- (1) 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.
- (2) Includes 1,745 restricted stock units granted to the reporting person on June 29, 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, June 29, 2013.
- (3) Includes 1,701 restricted stock units granted to the reporting person on April 11, 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, April 11, 2013.
- (4) The reporting person previously reported a beneficial interest in 254,250 shares of common stock held of record by the reporting person's 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.
- (5) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, 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.

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