Memorial Resource Development Corp.

Form 4 June 02, 2015

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287 January 31,

2005

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Expires:

5 Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person \*

Weinzierl Jo	2. Issuer Name and Ticker or Trading Symbol Memorial Resource Development Corp. [MRD]					Issuer  (Check all applicable)						
(Last) 500 DALLA 1800	(First) (S	Middle) ITE	3. Date of (Month/D) 05/29/20	ransaction			X Director 10% Owner Other (specify below)					
	Filed(Mon				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON						Person						
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti on(A) or Dis (Instr. 3, 4)	posed o	of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/29/2015			A	126,917 (1)	A	\$ 0	320,823	D			
Common Stock								110,000	I (2)	By WCFB Interests, LP		

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.

SEC 1474

(9-02)

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

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
rioporting o man rimino, riminos	Director	10% Owner	Officer	Other				
Weinzierl John A								
500 DALLAS STREET, SUITE 1800	X		Chief Executive Officer					
HOUSTON TX 77002								

# **Signatures**

/s/ Kyle N. Roane, 06/02/2015 Attorney-in-Fact

\*\*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).
- These restricted shares are granted under the Memorial Resource Development Corp. 2014 Long Term Incentive Plan and will vest in three equal annual installments beginning of the first anniversary date of the grant.
- Mr. Weinzierl disclaims beneficial ownership of the reported securities in excess of his pecuniary interest in the securities. This report (2) shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

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.

Reporting Owners 2