

Hairford Matthew V
 Form 4
 December 13, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Hairford Matthew V

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2012

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

EVP - Operations

(Street)

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

DALLAS, TX 75240

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/12/2012 | | P | | 1,500 | A | \$ 8.37 (1) |
| Common Stock | | | | | 3,000 | I | See footnote (5) |

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: Hairford Matthew V - Form 4

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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Hairford Matthew V 5400 LBJ FREEWAY, SUITE 1500 DALLAS, TX 75240 | | | EVP - Operations | |

Signatures

/s/ Matthew V. Hairford, by Kyle A. Ellis as attorney-in-fact 12/13/2012

**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).
- The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.37 to
- (1) \$8.38 per share, inclusive. The reporting person shall provide to the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price.
 - (2) Includes 8,125 shares of restricted stock granted to the reporting person on April 16, 2012. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, April 16, 2014.
 - (3) Includes 8,125 shares of restricted stock granted to the reporting person on April 16, 2012. Such shares of restricted stock will vest following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.
 - (4) Includes 8,125 restricted stock units granted to the reporting person on April 16, 2012. Such restricted stock units will vest, and an applicable number of shares of common stock will be deliverable to the reporting person, following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.
 - (5) Represents shares held of record by the reporting person's Individual Retirement Account.

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.