

MATADOR RESOURCES CO

Reported by
ERMAN BRYAN A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/10/25 for the Period Ending 01/07/25

| | |
|-------------|---|
| Address | 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX, 75240 |
| Telephone | 9723715200 |
| CIK | 0001520006 |
| Symbol | MTDR |
| SIC Code | 1311 - Crude Petroleum and Natural Gas |
| Industry | Oil & Gas Exploration and Production |
| Sector | Energy |
| Fiscal Year | 12/31 |

FORM 4

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).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
 SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
 Section 30(h) of the Investment Company Act of 1940

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * Erman Bryan A <small>(Last) (First) (Middle)</small> 5400 LBJ FREEWAY, SUITE 1500 <small>(Street)</small> DALLAS, TX 75240 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Matador Resources Co [MTDR] 3. Date of Earliest Transaction (MM/DD/YYYY) 1/7/2025 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, GC and Head of M&A 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 1/7/2025 | | A | | 13,711 (1) | A | \$0 | 84,364 (2)(3)(4) | D | |
| Common Stock | 1/7/2025 | | F | | 5,552 (2) | D | \$58.35 | 78,812 (2)(3)(4) | D | |
| Common Stock | | | | | | | | 2,750 | I | Represents shares held of record by the reporting person's 401(k) account |
| Common Stock | | | | | | | | 2,400 | I | Represents shares held of record by the reporting person's Individual Retirement Account |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) Represents shares received in settlement of performance stock units granted to the reporting person on February 17, 2022 (the "2022 Performance Stock Grant"), which settled at 172% of target based upon the Issuer's relative total shareholder return over a three-year performance period from January 1, 2022 to December 31, 2024.
- (2) Includes shares acquired pursuant to the Issuer's Employee Stock Purchase Plan. Such acquisitions are exempt under Rule 16b-3.
- (3) Includes 5,334 shares of restricted stock granted to the reporting person on February 16, 2023 that vest in equal annual installments on the second and third anniversaries of the date of grant.

- (4) Includes 3,880 shares of restricted stock granted to the reporting person on February 17, 2022 that vest on the third anniversary of the date of grant.
- (5) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy tax liability upon settlement of the 2022 Performance Stock Grant. No shares were sold by the reporting person to satisfy this tax liability.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Erman Bryan A 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240 | | | EVP, GC and Head of M&A | |

Signatures

/s/ Bryan A. Erman, by Cale L. Curtin as attorney-in-fact

1/10/2025

--Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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