

Foran Joseph Wm  
Form 3  
February 01, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Foran Joseph Wm		(Month/Day/Year)	Matador Resources Co [NONE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
5400 LBJ FREEWAY, SUITE 1500		02/01/2012	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
DALLAS,Â TXÂ 75240			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Chairman, CEO and President	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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock <sup>(1)</sup>	756,533	I	See footnote <sup>(2)</sup>
Class A Common Stock <sup>(1)</sup>	19,000	I	See footnote <sup>(3)</sup>
Class A Common Stock <sup>(1)</sup>	135,500	I	See footnote <sup>(4)</sup>
Class A Common Stock <sup>(1)</sup>	50,000	I	See footnote <sup>(5)</sup>
Class A Common Stock	893,290	I	See footnote <sup>(6)</sup>
Class A Common Stock	893,290	I	See footnote <sup>(7)</sup>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	Â (8)	Â (8)	Class A Common Stock	250,000	\$ (8)	I	See footnote (2)
Class B Common Stock	Â (8)	Â (8)	Class A Common Stock	315,350	\$ (8)	I	See footnote (6)
Class B Common Stock	Â (8)	Â (8)	Class A Common Stock	315,350	\$ (8)	I	See footnote (7)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foran Joseph Wm 5400 LBJ FREEWAY, SUITE 1500 DALLAS, TX 75240	Â X	Â	Â Chairman, CEO and President	Â

## Signatures

/s/ Joseph Wm.  
Foran

01/31/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, (1) 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.

(2) Represents shares held of record by Sage Resources, Ltd., which is a limited partnership owned by the reporting person's family, including the reporting person.

(3) Represents shares held of record by two of the reporting person's college age children.

(4) Represents shares held of record by The Don Foran Family Trust 2008, for which the reporting person is the co-trustee and over which the reporting person has shared voting and investment power with other members of his family.

(5) Represents shares held of record by The Foran Family Special Needs Trust for which the reporting person is the co-trustee and over which the reporting person has shared voting and investment power with other members of his family.

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- (6) Represents shares held of record by the JWF 2011-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.
- (7) Represents shares held of record by the NNF 2011-1 GRAT, for which the reporting person is the trustee and over which the reporting person has sole voting and investment power.

- The Class B common stock is convertible on a one-for-one basis at any time by the reporting person and shall automatically convert into
- (8) shares of Class A common stock on a one-for-one basis upon the consummation of the issuer's initial public offering. The shares of Class B common stock have no expiration date.

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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