

Memorial Resource Development Corp.

Form 4

September 16, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Forney Larry R

2. Issuer Name **and** Ticker or Trading
Symbol
Memorial Resource Development
Corp. [MRD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
500 DALLAS, SUITE 1800
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President and COO

HOUSTON, TX 77002

4. If Amendment, Date Original
Filed(Month/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
Person

(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 (3)	(A) or (D) (2)	Price
Common Stock	09/16/2016		D		284,380 (3)	D	(1) (2) 0
Common Stock	09/16/2016		F		100,096	D	(4) 0

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Forney Larry R 500 DALLAS, SUITE 1800 HOUSTON, TX 77002	Senior Vice President and COO

Signatures

/s/ Kyle N. Roane,
Attorney-in-Fact 09/16/2016

__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) On September 16, 2016, pursuant to the Agreement and Plan of Merger dated as of May 15, 2016 (the "Merger Agreement"), by and among Memorial Resource Development Corp. (the "Company"), Range Resources Corporation ("Range") and Medina Merger Sub, Inc. ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger and continuing as a wholly-owned subsidiary of Range.

(2) Pursuant to the Merger Agreement, each share of Company common stock issued and outstanding immediately prior to the effective time of the Merger owned by the Reporting Person was converted at such time into the right to receive 0.375 of a share of Range common stock, or in the case of fractional shares of Range common stock, cash (without interest) in an amount equal to the product of (i) such fractional part of a share of Range common stock multiplied by (ii) the volume weighted average price of Range common stock for the five consecutive trading days immediately prior to the closing date of the Merger as reported by Bloomberg, L.P. (the "Merger Consideration"). The closing price per share of Range common stock on the day prior to the effective date of the merger was \$39.37.

(3) Includes 238,606 shares of restricted Company common stock that were granted to the Reporting Person under the Company 2014 Long-Term Incentive Plan that, pursuant to the Merger Agreement, vested immediately prior to the effective time of the Merger and the restrictions with respect thereto lapsed, and each such share of restricted Company common stock was converted at the effective time of the Merger into the right to receive the Merger Consideration.

(4) The reporting person delivered 100,096 shares of common stock to satisfy tax withholding liabilities incident to the vesting of restricted shares pursuant to the Merger in accordance with Rule 16b-3.

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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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