Memorial Resource Development Corp. Form 4 January 13, 2015

January 15, 2	015											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL				
								OMB Number:	3235-0287			
Check this if no longe	ar .								Expires:	January 31, 2005		
subject to Section 16 Form 4 or	51AIEN 5.	F CHANGES IN BENEFICIAL OWNERSH SECURITIES					NERSHIP OF	Estimated a burden hou	average Irs per			
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 4 or 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 (0.5)												
(Print or Type R	esponses)											
			2. Issuer Name <b>and</b> Ticker or Trading Symbol Memorial Resource Development Corp. [MRD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (.	Middle)	·					X Director	Director 10% Owner			
(Month/									er (specify cer			
(Street) 4. If Am			4. If Amer	f Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Mon HOUSTON, TX 77002				nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
(Instr. 3) any			3.	TransactionAcquired Code Disposed		r )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	01/09/2015			А	9,695 (1)	Α	\$0	193,906	D			
Common Stock								110,000	I <u>(2)</u>	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.

## 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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Toporting of the read of the top	Director	10% Owner	Officer	Other			
Weinzierl John A 500 DALLAS STREET, SUITE 1800 HOUSTON, TX 77002	Х		Chief Executive Officer				
Signatures							

Date

/s/ Kyle N. Roane, 01/13/2015 Attorney-in-Fact

\*\*Signature of Reporting Person

## **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 (1)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.