Memorial Resource Development Corp.

Form 4

October 06, 2015

FORM 4

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

OMB Number: 3235-0287

5. Relationship of Reporting Person(s) to

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Eckerman	Steven Wayne	-		rial Reso	oui	rce Devel	opm		suer (Check a	all applicable)	` '	
(Last) 12454 KIM	(Last) (First) (Middle) 12454 KIMBERLEY			of Earliest Day/Year 2015		ransaction		bel	Director 10% Owner Officer (give titleX Other (specify below) Member 13(d) group owning >10%			
	Filed(Month/Day/Year) Ap						Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person					
HOUSTON	N, TX 77024							Per	_ Form filed by Morrson	re than One Rep	orting	
(City)	(State)	(Zip)	Tal	ole I - Noi	n-D	Derivative S	Securi	ities Acquir	ed, Disposed of, o	or Beneficially	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transact Code (Instr. 8)	tion (4. Securitie Disposed of (Instr. 3, 4 a	f (D)	Price	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)	
Common Stock	10/05/2015			S	;	84,403	D	\$ 18.6932 (1)	512,272	D		
Common	10/06/2015			S		107,000	D	\$ 19.25	405,272	D		

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)

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	OI	r		
						Date Exercisable	Expiration Date	Title N	umber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Eckerman Steven Wayne 12454 KIMBERLEY HOUSTON, TX 77024

Member 13(d) group owning >10%

Signatures

/s/ Steven Wayne Eckerman

10/06/2015

**Signature of Reporting

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 in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.6593 to \$18.7575, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.

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