STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Memorial Resource Development Corp.

Form 4

November 19, 2014

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Eckerman Steven Wayne Issuer Symbol Memorial Resource Development (Check all applicable) Corp. [MRD] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner Officer (give title __X_ Other (specify (Month/Day/Year) below) below) 9805 KATY FREEWAY, SUITE 11/18/2014 Member 13(d) group owning >10% 400 (Street)

2. Issuer Name and Ticker or Trading

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOUSTON, TX 77024

(State)

(Zip)

(City)

		Table 1- Non-Delivative Securities Acquired, Disposed of, of Deficientially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	s Acq	uired (A)	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction Disposed of (D)				Securities	Ownership	Indirect		
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	Form:	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership		
							Following	or Indirect	(Instr. 4)		
					(Reported	(I)			
					(A)		Transaction(s)	(Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	11/18/2014		S	298,169	D	\$ 22.252	1,442,322	D			

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eckerman Steven Wayne 9805 KATY FREEWAY, SUITE 400 HOUSTON, TX 77024

Member 13(d) group owning >10%

Signatures

/s/ Steve 11/18/2014 Eckerman

**Signature of Date
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).

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.

Reporting Owners 2