Memorial Resource Development Corp. Form 4 November 19, 2014

FORM 4 UNITED STATE	3235-0287				
Subject to Section 16. Form 4 or Form 5 obligations may continue Fort 16. Filed pursuant to Section 17(a) of the	Washington, D.C. 20549 DF CHANGES IN BENEFICIAL OWN SECURITIES • Section 16(a) of the Securities Exchange • Public Utility Holding Company Act of •) of the Investment Company Act of 194	Estimated average burden hours per response 0.5 e Act of 1934, 1935 or Section			
(Print or Type Responses)					
1. Name and Address of Reporting Person <u>*</u> Cole Herbert William	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) 9805 KATY FREEWAY, SUITE 40	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2014	Director 10% Owner Officer (give title X Other (specify below) Member 13(d) group owning >10%			
(Street) HOUSTON, TX 77024	Filed(Month/Day/Year)				
(City) (State) (Zip)	Table I - Non-Derivative Securities Acqu	Person uired, Disposed of, or Beneficially Owned			
(Instr. 3) any	emed 3. 4. Securities Acquired (A on Date, if Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) 'Day/Year) (Instr. 8) (A) or Code V Amount (D) Price) 5. Amount of Securities6.7. Nature of IndirectBeneficiallyForm:Beneficial OwnedOwnedDirect (D)Ownership FollowingFollowingor Indirect(Instr. 4) (Instr. 3 and 4)			
Common 11/18/2014 Stock	S 21,685 D ^{\$} 22.252	104,896 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.

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

Security or (Instr. 3) Pr De	Conversion (r Exercise rice of Perivative ecurity	Month/Day/Year)	Execution Date, if any (Month/Day/Year	Code	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Unde Secur	unt of rlying ities . 3 and 4)	Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Reporti	ing Ov	vners									
Reporting	g Owner Nar	me / Address	Relationships Director 10% Owner Officer Other								
Cole Herbert 9805 KATY HOUSTON,	FREEWA	AY, SUITE 40 4	Member 13(d) group owning >10%								
Signatu	ures										
/s/ Herbert											

/s/ Herbert 11/18/2014 William Cole

<u>**</u>Signature of Reporting Person

1. Title of 2.

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

3. Transaction Date 3A. Deemed

** 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.

4.

5.

6. Date Exercisable and 7. Title and

8. Price of

9. Nu

Deriv Secur Bene Own Follo Repo Trans (Instr