Memorial Resource Development Corp. Form 4 January 23, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no longe	box								January 31, 2005	
subject to Section 16 Form 4 or	ENT OF CHAP	GES IN I SECUR		CIAL	. OW	NERSHIP OF	Estimated a burden hou response	verage		
Form 5 obligation may conti <i>See</i> Instru- 1(b).	s Section 17(a ction	uant to Section 1) of the Public U 30(h) of the Ir	tility Hold	ing Com	pany	Act of	f 1935 or Section	n		
(Print or Type R	esponses)									
			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		Memorial Resource Development Corp. [MRD]				(Check all applicable)				
(Month/D			-				Director 10% Owner Officer (give titleX Other (specify below) below)			
59 SOUTH I CIRCLE	015				Member 13(d) group owning >10%					
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SPRING, TX							y One Reporting Person Wore than One Reporting			
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	action Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/21/2015		S	28,098	D	\$ 19	223,828	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactiv Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	
			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			
Munsey Michael Warren 59 SOUTH BRISTOL OAK CIRCLE SPRING, TX 77382					Member 13(d) group owning >10%			
Signatures								
/s/ Michael								
Munsey	01/23/2015							
<u>**</u> 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).

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.

9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr