Memorial Resource Development Corp. Form 4 December 29, 2014

| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | OMB APPROVAL | | | | |
|--|---|---|--|---|--|----------|---------------|--|--|---------|--|--|
| Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | | |
| Check thi if no long | er STATEM | DOX | | | | | | | | | | |
| subject to Section 10 Form 4 or | | SECURITIES | | | | | | Estimated a burden hou response | | | | |
| 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 19401(b).30(h) of the Investment Company Act of 1940 | | | | | | | | | | | | |
| (Print or Type Responses) | | | | | | | | | | | | |
| 1. Name and Address of Reporting Person *2. IssueSumrow Heath AllenSymbol | | | Issuer Name and Ticker or Trading nbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| Memoria Corp. [M | | | | our | ce Develo | opme | nt | (Check all applicable) | | | | |
| (Last) (First) (Middle) 3. Date of (Month/Date) (Month/Date) 12/29/20 | | | | | insaction | | | Director 10% Owner Officer (give title X Other (specify below) below) below) 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 | | | | |
| TOMBALL, TX 77377 | | | | | | | | Form filed by M Person | Iore than One Re | porting | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date any (Month/Day/Y | Code | | 4. Securit n(A) or Dis (D) (Instr. 3, 4 | sposed | of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common Stock | 12/29/2014 | | Code G | v V | Amount 84,400 | (D) D | Price \$ 0 | 209,189 | 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)

| 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, | | | Amou Unde Secur | le and int of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|--|---------------------|--------------------|-----------------------|---|---|--|
| | | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Addr | ess | Relationships | | | | | |
|--|------------|---------------|---------|--------------------------------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Sumrow Heath Allen 22211 BUESCHER ROAD TOMBALL, TX 77377 | | | | Member 13(d) group owning >10% | | | |
| Signatures | | | | | | | |
| /s/ Heath Sumrow | 12/29/2014 | | | | | | |
| <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.