

Bednorz Denise DuBard
 Form 4
 January 08, 2009

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 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bednorz Denise DuBard

2. Issuer Name and Ticker or Trading Symbol
 Rosetta Resources Inc. [ROSE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 717 TEXAS, SUITE 2800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP and Corporate Controller

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | 01/02/2009 | 01/05/2009 | J | 505 ⁽²⁾ A \$ 0 | 5,664 | D | |
| Restricted Stock ⁽¹⁾ | 01/02/2009 | 01/05/2009 | J | 505 ⁽²⁾ D \$ 0 | 9,245 | D | |
| Restricted Stock ⁽¹⁾ | 01/02/2009 | 01/05/2009 | F | 245 ⁽³⁾ D \$ 7.355 | 9,000 | D | |
| Restricted Stock ⁽¹⁾ | 01/02/2009 | 01/06/2009 | A | 20,635 A \$ 0 | 29,635 | 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.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) <u>(4)</u> | \$ 7.355 | 01/02/2009 | 01/06/2009 | A | 22,342 | 01/02/2010 | 01/01/2019 | Common Stock <u>(5)</u> | 22,342 |
| Non-Qualified Stock Option (right to buy) | \$ 16 | | | | | <u>(6)</u> | 07/07/2015 | Common Stock | 10,000 |
| Non-Qualified Stock Option (right to buy) | \$ 17.775 | | | | | 02/01/2009 | 02/01/2018 | Common Stock | 12,000 |
| Non-Qualified Stock Option (right to buy) <u>(4)</u> | \$ 18.23 | | | | | <u>(7)</u> | 02/24/2016 | Common Stock | 7,000 |
| Non-Qualified Stock Option (right to buy) | \$ 18.51 | | | | | 01/02/2008 | 01/03/2017 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bednorz Denise DuBard 717 TEXAS, SUITE 2800 HOUSTON, TX 77002 | | | VP and Corporate Controller | |

Signatures

Denise D
Dubard

01/08/2009

 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).
- (1) Restrictions to be lifted as to 25 percent on first anniversary date of grant, 25 percent on the second anniversary date of grant, and 50 percent on the third anniversary date of grant.
- (2) Changes required to reflect formerly restricted stock that has vested, and is now listed as "common stock".
- (3) Disposition of shares for tax withholding
- (4) Options vest 25% on first anniversary date of grant, 25% on second anniversary date of grant and 50% on third anniversary date of grant.
- (5) Common Stock
- (6) The options vests 25% at date of grant and 25% at each subsequent anniversary date.
- (7) Options vest 25% at first anniversary date of grant, 25% on second anniversary date of grant and 50% on third anniversary date of grant. Upon vesting, options can then be exercised.

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.