

Maxwell Gerald Lewis
Form 4
December 03, 2010

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maxwell Gerald Lewis

(Last) (First) (Middle)

717 TEXAS, SUITE 2800

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President, Human Resources

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/01/2010	12/01/2010	M	4,797	A \$ 18.5	45,567	D
Common Stock	12/01/2010	12/01/2010	S	4,797	D \$ 37.622 (1)	40,770	D
Common Stock	12/02/2010	12/02/2010	M	9,203	A \$ 18.5	49,973	D
Common Stock	12/02/2010	12/02/2010	M	1,000	A \$ 17.775	50,973	D
Common Stock	12/02/2010	12/02/2010	S	10,203	D \$ (2)	38.0095 40,770	D

Edgar Filing: Maxwell Gerald Lewis - Form 4

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.

SEC 1474
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option	\$ 17.775	12/02/2010	12/02/2010	M		1,000		02/01/2009	02/01/2018	Common Stock	1
Non-qualified Stock Option	\$ 18.5	12/01/2010	12/01/2010	M		4,797		02/13/2006 ⁽³⁾	11/01/2015	Common Stock	4
Non-qualified Stock Option	\$ 18.5	12/02/2010	12/02/2010	M		9,203		02/13/2006 ⁽³⁾	11/01/2015	Common Stock	9

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Maxwell Gerald Lewis 717 TEXAS SUITE 2800 HOUSTON, TX 77002	Vice President, Human Resources

Signatures

/s/ Karen Paganis for Gerald Lewis
Maxwell 12/03/2010

__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) This transaction was executed in multiple trades at prices ranging from \$37.60 to \$37.645. The price reported above reflects the weighed average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the

Edgar Filing: Maxwell Gerald Lewis - Form 4

issuer full information regarding the number of shares and prices at which the transaction was effected.

- This transaction was executed in multiple trades at prices ranging from \$38.00 to \$38.09. The price reported above reflects the weighed
- (2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (3) Options vested 25% on the first anniversary date of grant, 25% on second anniversary date of grant and 50% on third anniversary date of grant.

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.