

Maxwell Gerald Lewis
 Form 4
 December 03, 2010

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 *
 Maxwell Gerald Lewis

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)
 12/01/2010

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

HOUSTON, TX 77002
 (City) (State) (Zip)

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-----|---|--|---|---|
| | | | Code | V | Amount | (D) | Price | | | |
| 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 <u>(1)</u> | 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 | \$ <u>(2)</u> | 38,0095 | 40,770 | D |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Underlying Security (Instr. 3 and 4) | 8. An or Nu of Sh |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|
| 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
Date: 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

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

- (2) This transaction was executed in multiple trades at prices ranging from \$38.00 to \$38.09. 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 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.

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