

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
 Officer (give title below)
 ____ 10% Owner
 ____ 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

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

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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)	8. Date Exercisable	9. Expiration Date	10. Title	11. 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

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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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