Clayton John Dewey Form 4 January 07, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Clayton John Dewey			uer Name and				5. Relationship of Reporting Person(s) to Issuer			
	Roset	Rosetta Resources Inc. [ROSE]				(Check all applicable)				
(Last)	(First) (M		3. Date of Earliest Transaction							
717 TEXAS	(Montl 01/03	/Day/Year) /2013				Director 10% Owner X Officer (give title Other (specify below)				
	(Street)	4. If A	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(N	Ionth/Day/Yea	r)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON	. TX 77002									
Person										
(City)	(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/Yea	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Form: Direct Indirect (D) or Beneficially (D) or Beneficially (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/03/2013	01/03/2013	F	685 <u>(1)</u>	D	\$ 46.29	129,860	D		
Common Stock	01/04/2013	01/04/2013	F	727 (1)	D	\$ 46.79	129,133	D		
Common	01/04/2013	01/04/2013	F	2,205	D	\$ 46.79	126,928	D		

(1)

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

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46.79

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable	Date		Number		
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Clayton John Dewey 717 TEXAS SUITE 2800 HOUSTON, TX 77002

Sr. V.P., Asset Development

Signatures

/s/ Janice Ward for John Dewey Clayton

01/07/2013

**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) Shares withheld for tax liability upon vesting of Restricted Stock.

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.

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