

Maxwell Gerald Lewis  
 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 \*  
 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)  
 11/01/2008

\_\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |
| Common Stock <sup>(1)</sup>     | 11/01/2008                           | 01/05/2009   | J                              |   | 2,500<br><u>(2)</u>   | A  | \$ 0 5,016 D                      |
| Restricted Stock <sup>(1)</sup> | 11/01/2008                           | 01/05/2009   | J                              |   | 2,500<br><u>(2)</u>   | D  | \$ 0 9,940 D                      |
| Restricted Stock <sup>(1)</sup> | 01/02/2009                           | 01/06/2009   | A                              |   | 20,635  | A  | \$ 0 30,575 D                     |

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

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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 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                   | Am or Nur of S |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 7.355   | 01/02/2009                           | 01/06/2009   | A                              | 22,342  | 01/02/2010   | 01/01/2019  | Common Stock <u>(4)</u> | 22             |
| Non-Qualified Stock Option (right to buy)            | \$ 17.775  |                                      |  |                                |   | 02/01/2009   | 02/01/2018  | Common Stock            | 18             |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 18.5  |                                      |  |                                |   | 02/13/2006   | 10/31/2015  | Common Stock            | 14             |

## 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

Gerald L.  
Maxwell 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.

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- (2) Changes required to reflect formerly restricted stock that has vested, and is now listed as "common stock".
- (3) Options vest 25% on first anniversary date of grant, 25% on second anniversary date of grant and 50% on third anniversary date of grant.
- (4) Common Stock

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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