

Fulkerson Michael S
 Form 4
 May 31, 2011

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 *
 Fulkerson Michael S

2. Issuer Name and Ticker or Trading Symbol
 ROSETTA STONE INC [RST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1919 NORTH LYNN STREET, 7TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Technology Officer

(Street)
 ARLINGTON, VA 22209

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

(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, 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 3.85								(1)	05/22/2016	Common Stock	29,133
Employee Stock Option	\$ 6.08								(2)	03/21/2017	Common Stock	5,200
Employee Stock Option	\$ 11.64								(3)	04/29/2018	Common Stock	65,000
Employee Stock Option	\$ 18								(4)	04/15/2019	Common Stock	15,015
Employee Stock Option	\$ 25.99								(5)	03/15/2020	Common Stock	8,631
Employee Stock Option	\$ 13.66	05/26/2011	A	22,000					(6)	05/26/2021	Common Stock	22,000 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fulkerson Michael S 1919 NORTH LYNN STREET 7TH FLOOR ARLINGTON, VA 22209			Chief Technology Officer	

Signatures

Michael C. Wu,
Attorney-in-fact
Date: 05/31/2011

**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) Includes an aggregate of 29,133 fully vested shares. Options vest at a rate of 1/16 per quarter.

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- (2) Includes an aggregate of 5,200 fully vested shares. Options vest at a rate of 1/16 per quarter.
- (3) Includes an aggregate of 52,812 fully vested shares. Options vest at a rate of 1/16 per quarter.
- (4) Includes an aggregate of 7,508 fully vested shares. Options vest at a rate of 1/4 per annum.
- (5) Includes an aggregate of 2,158 fully vested shares. Options vest at a rate of 1/4 per annum.
- (6) No Options Vested. Options vest at a rate of 1/4 per annum.

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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