

Rosetta Resources Inc.
Form 4
July 08, 2008

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 Houston Delton Henry

(Last) (First) (Middle)
717 TEXAS, SUITE 2800
(Street)
HOUSTON, TX 77002
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Rosetta Resources Inc. [ROSE]

3. Date of Earliest Transaction (Month/Day/Year)
07/07/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 07/07/2008 | 07/07/2008 | J ⁽²⁾ | | 575 | A | \$ 0 |
| Restricted Stock ⁽³⁾ | 07/07/2008 | 07/07/2008 | F ⁽⁴⁾ | | 325 | D | \$ 25.465 |
| Restricted Stock ⁽³⁾ | 07/07/2008 | 07/07/2008 | J ⁽²⁾ | | 575 | D | \$ 0 |
| | | | | | | | 6,500 |
| | | | | | | | 8,450 |
| | | | | | | | 7,875 |
| | | | | | | | D |
| | | | | | | | D |

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

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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 Securities (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 16 | | | | | (5) 07/07/2015 | | Common Stock | 10,000 |
| Non-Qualified Stock Option (right to buy) | \$ 16.36 | | | | | 06/14/2006 06/13/2016 | | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.155 | | | | | 05/09/2008 05/09/2018 | | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.595 | | | | | 05/15/2007 05/15/2017 | | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Houston Delton Henry 717 TEXAS, SUITE 2800 HOUSTON, TX 77002 | | X | | |

Signatures

By: Michael J. Rosinski For: D. Henry
Houston 07/08/2008

__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) Common Stock

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- (2) Changes required to reflect formerly restricted stock that has vested, and is now listed as "common stock".
- (3) Restricted stock grants vest 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.
- (4) Disposition of shares for tax withholding
- (5) Options vest 100% at 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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