

Rosetta Resources Inc.  
Form 4  
May 13, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
05/09/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                             |
| Restricted Stock                | 05/09/2008                           | 05/09/2008                                         | A                              |                                                                   | 3,500                                                                                         | A                                                        | \$ 0                              |
| Common Stock <sup>(1)</sup>     |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 7,000                             |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 8,050                             |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

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| 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 24.155                                              | 05/09/2008                           | 05/09/2008                                         | A                              | 5,000                                                                                   | 05/09/2008 05/09/2018                                    | Common Stock                                                | 5,000                         |
| Non-Qualified Stock Option (right to buy)  | \$ 16                                                  |                                      |                                                    |                                |                                                                                         | (2) 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)  | \$ 24.595                                              |                                      |                                                    |                                |                                                                                         | 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<br>717 TEXAS, SUITE 2800<br>HOUSTON, TX 77002 | X             |           |         |       |

## Signatures

By: Michael J. Rosinski For: D. Henry  
Houston  
Date: 05/13/2008

\*\*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) 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.

(2) 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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