

Franklin Laurence
Form 3
April 15, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Franklin Laurence
(Last) (First) (Middle)

C/O ROSETTA STONE,Â 1919
NORTH LYNN STREET, 7TH
FLOOR

(Street)

ARLINGTON,Â VAÂ 22209

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/15/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (1)	04/01/2007	05/22/2016	Common Stock	19,500	\$ 3.85	D	Â
Employee Stock Option (2)	04/01/2008	03/21/2017	Common Stock	6,500	\$ 6.08	D	Â
Employee Stock Option (3)	04/15/2009	04/15/2019	Common Stock	2,658	\$ (3)	D	Â
Restricted Stock Units (4)	04/15/2009	04/15/2050	Common Stock	1,462	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Franklin Laurence C/O ROSETTA STONE 1919 NORTH LYNN STREET, 7TH FLOOR ARLINGTON, VA 22209	Â X	Â	Â	Â

Signatures

Michael C. Wu, Power of Attorney 04/15/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 4,875 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
- (2) Includes an aggregate of 3,250 shares represented by unvested stock awards. Option vests at a rate of 1/16 per quarter.
- (3) Includes an aggregate of 2,658 shares represented by unvested stock awards. Option vests at a rate of 1/4 annum. The exercise price will be the initial price in the issuer's IPO.
- (4) Only exercisable upon termination of service as a director.

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Remarks:

Exhibit 24 - Power of Attorney

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.