

Fulkerson Michael S
 Form 4
 February 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(Last) (First) (Middle)

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

(Street)

ARLINGTON, VA 22209

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/23/2012

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)
 Chief Technology Officer

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		
Common Stock	02/23/2012		A		4,872 <u>(1)</u>	A	\$ 0 46,518 D

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)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 3.85					(2)	05/22/2016	Common Stock	29,133
Employee Stock Option	\$ 6.08					(3)	03/21/2017	Common Stock	5,200
Employee Stock Option	\$ 11.64					(4)	04/29/2018	Common Stock	65,000
Employee Stock Option	\$ 18					(5)	04/15/2019	Common Stock	15,015
Employee Stock Option	\$ 25.99					(6)	03/15/2020	Common Stock	8,631
Employee Stock Option	\$ 13.66					(7)	05/26/2021	Common Stock	22,000
Employee Stock Option	\$ 8.95	02/23/2012		A	12,605	(8)	02/23/2022	Common Stock	12,605

Reporting Owners

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

Signatures

Michael C. Wu,
Attorney-in-fact

02/27/2012

__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) These shares are subject to forfeiture restrictions that lapse one-quarter per annum beginning one year from February 23, 2012, the date of grant.
- (2) Includes an aggregate of 29,133 fully vested shares. Options vest at a rate of 1/16 per quarter.
- (3) Includes an aggregate of 5,200 fully vested shares. Options vest at a rate of 1/16 per quarter.
- (4) Includes an aggregate of 65,000 fully vested shares. Options vest at a rate of 1/16 per quarter.
- (5) Includes an aggregate of 7,508 fully vested shares. Options vest at a rate of 1/4 per annum.
- (6) Includes an aggregate of 2,158 fully vested shares. Options vest at a rate of 1/4 per annum.
- (7) No options vested. Options vest at a rate of 1/4 per annum.
- (8) Options shall vest at a rate of 1/4 per annum, beginning one year from February 23, 2012, the date of grant.
- (9) The exercise price is equal to the closing price of the common stock of the Corporation on the New York Stock Exchange on February 23, 2012, the 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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