Rosetta Resources Inc. Form 4

January 06, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires: January 31, 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Maxwell Gerald Lewis		Symbol	-				Issuer			
(T. 1)	(First) (N		Rosetta Resources Inc. [ROSE]				(Check all applicable)			
(Last)	(Month/l	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2014				Director 10% Owner Selection Other (specify below) below)  VP,HR & Administration				
	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
HOUSTON	, TX 77002	Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) 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. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	01/04/2014	01/04/2014	F	519 <u>(1)</u>	(D)	Price \$ 46.8	26,377	D		
Common Stock	01/03/2014	01/03/2014	F	242 (1)	D	\$ 46.8	26,896	D		
Common Stock	01/02/2014	01/02/2014	F	301 (1)	D	\$ 47.15	27,138	D		
Common Stock	01/02/2014	01/02/2014	A(2)	3,835	A	\$ 0	27,439	D		

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

#### Edgar Filing: Rosetta Resources Inc. - Form 4

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Maxwell Gerald Lewis 1111 BAGBY SUITE 1600 HOUSTON, TX 77002

VP,HR & Administration

#### **Signatures**

/s/ Janice Ward for Gerald Lewis
Maxwell
01/06/2014

\*\*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) Shares withheld for tax liability upon vesting of Restricted Stock.

Restricted Stock awarded under Rosetta Resources Inc. 2013 Long-Term Incentive Plan. 25% of such shares will vest January 2, 2015 and January 2, 2016, respectively, and the remaining 50% will vest January 2, 2017, if continually employed by the company through such period.

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.

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