Rosetta Resources Inc. Form 4 March 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting FITZGERALD MATTHEY	_	2. Issuer Name and Ticker or Trading Symbol Rosetta Resources Inc. [ROSE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction				
717 TEXAS, SUITE 2800		(Month/Day/Year) 09/12/2011	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HOUSTON, TX 77002		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(Ilisu. 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			C-1. V	(A) or	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/12/2011	09/12/2011	Code V F	Amount (D) Price 700 (1) D \$ 42.1	17,914	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)

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	. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of	9. Nu Deriv
5	Derivative Security Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	Securities Acquired (A) or	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
					Code V		Date Exercisable	Expiration Date	Title Amour or Number of	er	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FITZGERALD MATTHEW D
717 TEXAS
SUITE 2800
HOUSTON, TX 77002

Signatures

/s/ Janice Ward for Matthew D.
Fitzgerald

03/20/2013

**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 traded for tax liability upon vesting of Restricted Stock.

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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