Bednorz Denise DuBard Form 4 March 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

1(b).

(Print or Type Responses)

| 1. Name and A Bednorz Der | ddress of Repo nise DuBard | rting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|------------------------------|-------------------------------|----------------|--|---|--|--|
| (Last) | (First) | (Middle) | Rosetta Resources Inc. [ROSE] 3. Date of Earliest Transaction | (Check all applicable) | | |
| 717 TEXAS | , | , , | (Month/Day/Year) 02/24/2006 | Director 10% Owner _X_ Officer (give title Other (specify below) VP and Corporate Controller | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| HOUSTON. | (State) | (Zip) | Table I - Non-Derivative Securities Ac | Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owne | | |
| | | | | Tarana, a saparata sa, or beneficially of the | | |

| | Table | : I - NOII-DO | errauve s | ecuii | nes Ac | quii eu, Disposeu | oi, oi benencia | ny Owneu |
|---------------------|----------------------------|--|---|--|---|---|--|---|
| 2. Transaction Date | 2A. Deemed | 3. | 4. Securit | ties | | 5. Amount of | 6. Ownership | 7. Nature of |
| (Month/Day/Year) | TransactionAcquired (A) or | | | Securities | Form: Direct | Indirect | | |
| | any | Code | Disposed of (D) | | Beneficially | (D) or | Beneficial | |
| | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | () | | Reported | | |
| | | | | | | Transaction(s) | | |
| | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| 02/24/2006 | | A | 2,000 | A | \$0 | 16,570 | D | |
| | (Month/Day/Year) | 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year) | 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V | 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code V Amount | 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (D) | 2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | 2. Transaction Date (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) | (Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) (A) Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8) | 5. Number on 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 |
| Incentive Stock Option (right to buy) (2) | \$ 18.23 | 02/24/2006 | | A | 7,000 | <u>(3)</u> | 02/24/2016 | Common Stock | 7,000 |

Reporting Owners

Director 10% Owner Officer Other

Bednorz Denise DuBard 717 TEXAS, SUITE 2800 HOUSTON, TX 77002

VP and Corporate Controller

Signatures

Denise D. 03/02/2006 Bednorz

**Signature of Date
Reporting Person

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% on first anniversary date of grant, 25% on second anniversary date of grant and 50% on third anniversary date of grant.
- (2) Options vest 25% on first anniversary date of grant, 25% on second anniversary date of grant and 50% on third anniversary date of grant.
- Options vest 25% at first anniversary date of grant, 25% on second anniversary date of grant and 50% on third anniversary date of grant. Upon vesting, options can then be exercised.
- (4) Option Grant to Employee at FMV at 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. 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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