

Rosetta Resources Inc.
Form 4
July 21, 2015

FORM 4

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

OMB APPROVAL

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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 *
Patterson Donald Douglas Jr

(Last) (First) (Middle)

1111 BAGBY, SUITE 1600

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rosetta Resources Inc. [ROSE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2015

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)

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	07/20/2015		D		46,938 (1)	D	

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 24.155	07/20/2015		D		05/09/2008	05/09/2018	Common Stock	5,000 (2)
Non-Qualified Stock Option (right to buy)	\$ 24.595	07/20/2015		D		05/15/2007	05/15/2017	Common Stock	5,000 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patteson Donald Douglas Jr 1111 BAGBY SUITE 1600 HOUSTON, TX 77002	X			

Signatures

/s/ Pamela Taylor, Attorney-in-Fact for Donald D. Patteson, Jr. 07/21/2015

**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) Pursuant to the Agreement and Plan of Merger, dated as of May 10, 2015, by and among the Issuer (hereinafter, "Rosetta"), Noble Energy, Inc. ("Noble") and an indirect wholly owned subsidiary of Noble, at the effective time of the merger (the "Effective Time"), each share of the Rosetta common stock held by the Reporting Person converted into 0.542 shares of Noble common stock having a market value of \$36.97 per share at the Effective Time, subject to adjustments for fractional shares, if any.
- (2) At the Effective Time, options for the right to purchase Rosetta common stock (each, a "Rosetta Option") converted into the right to purchase (on the same terms and conditions as applicable to such Rosetta Option immediately prior to the Effective Time), the number of shares of Noble common stock determined by multiplying the number of shares of Rosetta common stock subject to such Rosetta Option by 0.542, at an exercise price per each share of Noble common stock equal to the per share exercise price for the shares of Rosetta common stock otherwise purchasable pursuant to each Rosetta Option immediately prior to the Effective Time divided by 0.542.
- (3) The option was assumed by Noble in the merger and replaced with an option to purchase 2,710 shares of Noble common stock at an exercise price of \$44.566 per share.

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- (4) The option was assumed by Noble in the merger and replaced with an option to purchase 2,710 shares of Noble common stock at an exercise price of \$45.378 per share.

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.