

Rosetta Resources Inc.  
Form 4  
July 21, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FITZGERALD MATTHEW D**

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/20/2015		D	(A) or (D) 29,585 (1)	D	(1)	0

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 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)	\$ 20.255	07/20/2015		D	5,000 (2)	09/12/2008	09/12/2018	Common Stock	5,000 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FITZGERALD MATTHEW D 1111 BAGBY SUITE 1600 HOUSTON, TX 77002	X

## Signatures

/s/ Pamela Taylor, Attorney-in-Fact for Matthew D.  
Fitzgerald

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.

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. 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 \$37.371 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.

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