



ROSETTA RESOURCES INC.
OFFICERS STOCK OWNERSHIP GUIDELINES
Effective December 6, 2011

The Board of Directors believes that officers more effectively represent Rosetta Resources Inc.'s ("Rosetta's") shareholders and display confidence in the company, if they are shareholders themselves. Therefore, the Board of Directors has adopted the following Officers Stock Ownership Guidelines.

Officers Stock Ownership Guidelines

Each Officer must own a certain number of shares of Rosetta's Common Stock based on his or her level of office, as applicable. The applicable minimum number of shares to be held by each officer by office level is expressed as a multiple of annual base salary as follows:

President and Chief Executive Officer	6X
Any Executive Vice President or Senior Vice President	3X
Any Other Vice President	1X

The minimum stock ownership level for each officer must be achieved within five (5) years after: (i) the date these guidelines are approved and made effective, or (ii) the date of each officer's appointment to his or her particular office, whichever date last occurs. Appointment to a new higher level of office within the original five (5) year period restarts the required five (5) year period from the date of appointment to such new higher level of office.

For purposes of calculating the value of the shares owned each share of stock shall have a deemed value equal to the greater of the price at acquisition or the current market value. After each officer achieves the minimum share ownership for his or her level of office, as applicable, ownership of the minimum value of shares for that level of office must be maintained.

Counting Shares Owned

Stock that counts towards satisfaction of the Officers Stock Ownership Guidelines includes:

1. Shares purchased on the open market;
2. Shares obtained through stock option exercises that the officer continues to hold;
3. Restricted stock (vested and unvested);
4. Shares beneficially owned in a trust, by a spouse and/or minor children; and
5. Vested Stock options.

Exceptions

There may be instances where these guidelines would place a hardship on an officer. The Nominating and Corporate Governance Committee will make the final decision as to developing or waiving an alternative stock ownership guideline for an officer that addresses the officer's personal circumstances and satisfies the purposes of these guidelines.