

Rosetta Resources Inc.
Form 424B3
November 14, 2006

**Filed pursuant to Rule 424(b)(3)
Registration Number 333-128888**

**PROSPECTUS SUPPLEMENT NO. 2
(To the Prospectus dated June 14, 2006)**

50,000,000 Shares of
Common Stock

This Prospectus Supplement No. 2 supplements the prospectus dated June 14, 2006 and the Prospectus Supplement No. 1 dated August 15, 2006 (together, the "Prospectus"), relating to the sale by the holders of Common Stock of Rosetta Resources Inc. This Prospectus Supplement should be read in conjunction with the Prospectus which is to be delivered with this Prospectus Supplement. If there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

INVESTING IN OUR COMMON STOCK INVOLVES RISK. SEE "RISK FACTORS" BEGINNING ON PAGE 17 OF OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2005 AND ON PAGE 10 OF THE PROSPECTUS.

This prospectus supplement is filed for the purposes of including the information contained in our quarterly report on Form 10-Q for the quarter ended September 30, 2006, which was filed with the Securities and Exchange Commission on November 14, 2006, and of clarifying certain Selling Stockholders information.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is November 14, 2006.

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

FORM 10-Q

Quarterly Report Pursuant To Section 13 or 15(d) of The Securities Exchange Act of 1934

For The Quarterly Period Ended September 30, 2006

OR

Transition Report Pursuant To Section 15(d) of The Securities Exchange Act of 1934

Commission File Number: 000-51801

ROSETTA RESOURCES INC.
(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction of incorporation or
organization)**

43-2083519
(I.R.S. Employer Identification No.)

717 Texas, Suite 2800, Houston, TX
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: **(713) 335-4000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Securities Exchange Act of 1934. Large accelerated filer Accelerated filer Non-Accelerated filer

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Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

The number of shares of the registrant's Common Stock, \$.001 par value per share, outstanding as of November 2, 2006 was 50,647,319.

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	Rule 13a-14(a) Certification executed by B.A. Berilgen	
	Rule 13a-14(a) Certification executed by Michael J. Rosinski	
	Section 1350 Certification	

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Rosetta Resources Inc.
Consolidated Balance Sheet
(In thousands, except share amounts)

	September 30, 2006 (Unaudited)	December 31, 2005
Assets		
Current assets:		
Cash and cash equivalents	\$ 78,743	\$ 99,724
Restricted cash	15,000	-
Accounts receivable	34,751	40,051
Derivative instruments	23,591	1,110
Deferred income taxes	-	10,962
Income tax receivable	-	6,000
Other current assets	9,696	9,411
Total current assets	161,781	167,258
Oil and natural gas properties, full cost method, of which \$51.0 million at September 30, 2006 and \$30.6 million at December 31, 2005 were excluded from amortization	1,134,754	973,185
Other	3,868	2,912
	1,138,622	976,097
Accumulated depreciation, depletion, and amortization	(117,186)	(40,161)
Total property and equipment, net	1,021,436	935,936
Deferred loan fees	3,670	4,555
Deferred income taxes	-	8,594
Other assets	3,458	2,926
	7,128	16,075
Total assets	\$ 1,190,345	\$ 1,119,269
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 16,604	\$ 13,442
Accrued liabilities	42,604	28,397
Royalties payable	13,479	15,511
Derivative instruments	-	29,957
Prepayment on gas sales	10,599	14,528
Deferred income taxes	8,965	-
Total current liabilities	92,251	101,835
Long-term liabilities:		
Derivative instruments	7,952	52,977
Long-term debt	240,000	240,000
Asset retirement obligation	9,698	9,034
Deferred income taxes	28,179	-
Total liabilities	378,080	403,846
Commitments and contingencies (Note 10)		

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Stockholders' equity:

Common stock, \$0.001 par value, 150,000,000 shares authorized; 50,380,475 issued	50	50
Additional paid-in capital	754,002	748,569
Treasury stock, at cost; 83,881 and no shares at September 30, 2006 and December 31, 2005, respectively	(1,526)	-
Accumulated other comprehensive income (loss)	10,792	(50,731)
Retained earnings	48,947	17,535
Total stockholders' equity	812,265	715,423
Total liabilities and stockholders' equity	\$ 1,190,345	\$ 1,119,269

The accompanying notes to the financial statements are an integral part hereof.

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Rosetta Resources Inc.
Consolidated/Combined Statement of Operations
(In thousands, except per share amounts)
(Unaudited)

Successor-Consolidated	Successor-Consolidated	Predecessor-Combined
Three Months Ended	Nine Months	Six Months Ended
September 30,	Ended	June 30,
2006	September 30,	
2005		