Edgar Filing: Wu Michael C - Form 4

Wu Michae	el C										
Form 4 March 17, 2	2010										
	ЛЛ								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-028	\$7	
Check t if no lo subject Section Form 4 Form 5 obligati may co	ection (Public U	16(a) of th Jtility Hol	RITIES ne Securit ding Cor	Estimated burden hou response	Estimated average burden hours per response 0.						
<i>See</i> Inst 1(b).		30(h) c	of the I	nvestmen	t Compar	ny Act of 1	.940				
(Print or Type	e Responses)										
Wu Michael C Sy				2. Issuer Name and Ticker or Trading Symbol ROSETTA STONE INC [RST]			5. Relationship of Reporting Person(s) to Issuer				
						[RST]	(Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year)03/15/2010			Director 10% Owner X Officer (give title Other (specify below) below) General Counsel & Secretary					
(Street) 4. If			4. If Am	. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
Filed(Mo ARLINGTON, VA 22209				onth/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tak	la I Non I	Domissotisso	Securities A		of or Donoficio	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		d Date, if	3. Transactio Code	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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		
Reminder: Re	eport on a separate line	e for each cla	ss of sec	urities bene	•	•	or indirectly.	action of	SEC 1474		
					Feisu	ins who les	spond to the colle		JLC 14/4		

Persons who respond to the collection of information contained in this form are not 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: Wu Michael C - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	,	Acquired (or Dispose (D) (Instr. 3, 4, and 5)	ed of				
				Code N	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 25.99 (1)	03/15/2010		А		18,456		(2)	03/15/2020	Common Stock	18,456
Employee Stock Option	\$ 3.85							(3)	12/08/2016	Common Stock	29,133 (3)
Employee Stock Option	\$ 18							(4)	04/15/2019	Common Stock	14,917

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Wu Michael C 1919 NORTH LYNN STREET 7TH FLOOR ARLINGTON, VA 22209			General Counsel & Secretary					

Signatures

Michael C. Wu 03/17/2010 <u>**</u>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) Exercise Price is equal to stock price at close of business, March 15, 2010.
- (2) Includes as aggregate of 18,456 shares represented by unvested stock awards. Option vests at 1/4 per annum.
- (3) Includes an aggregate of 7,283 shares represented by unvested stock awards. Option vests at 1/16 per quarter.
- (4) Includes an aggregate of 14,917 shares represented by unvested stock awards. Option vests at 1/4 per annum.

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.