

Fulkerson Michael S
 Form 3/A
 February 22, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Fulkerson Michael S		(Month/Day/Year)	ROSETTA STONE INC [RST]	
(Last)	(First)	(Middle)	02/04/2011	
1919 NORTH LYNN STREET, Â 7TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	02/11/2011
ARLINGTON, Â VA Â 22209			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Technology Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,900 ⁽⁶⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option	Â (1)	05/22/2016	Common Stock	29,133	\$ 3.85	D	Â
Employee Stock Option	Â (2)	03/21/2017	Common Stock	5,200	\$ 6.08	D	Â
Employee Stock Option	Â (3)	04/29/2018	Common Stock	65,000	\$ 11.64	D	Â
Employee Stock Option	Â (4)	04/15/2019	Common Stock	15,015	\$ 18	D	Â
Employee Stock Option	Â (5)	03/15/2020	Common Stock	8,631	\$ 25.99	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fulkerson Michael S 1919 NORTH LYNN STREET 7TH FLOOR ARLINGTON, VA 22209	Â	Â	Â Chief Technology Officer	Â

Signatures

Michael C. Wu,
Attorney-in-Fact

02/22/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) All shares fully vested. Options vest at a rate of 1/16 per quarter.
- (2) Includes an aggregate of 325 shares represented by unvested stock option awards. Options vest at rate of 1/16 per quarter.
- (3) Includes an aggregate of 20,313 shares represented by unvested stock option awards. Options vest at 1/16 per quarter.
- (4) Includes an aggregate of 11,261 shares represented by unvested stock option awards. Options vest at a rate of 1/4 per annum.
- (5) No options vested. Options vest at a rate of 1/4 per annum.
- (6) The FORM 3, as originally filed on February 11, 2011, incorrectly reported the number of shares beneficially owned by the filer as 24,900. The FORM 3, as amended by this FORM 3/A, correctly reports holdings of 25,900 shares.

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.