FOX MARYE ANNE Form 4 July 19, 2011

FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response... 0.5

See Instruction 1(b).

Common

Stock

07/18/2011

(Print or Type Responses)

1. Name and Ad FOX MARY	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol RED HAT INC [RHT]			5. Relationship of Reporting Person(s) to Issuer				
(Last)  C/O RED HAVARSITY D	AT, INC., 1801		Earliest Tra	-			_X_ Director		e) % Owner er (specify
VIIII D	(Street)		ndment, Da th/Day/Year)	Č			6. Individual or Applicable Line) _X_ Form filed by		
RALEIGH, N					Form filed by More than One Reporting Person				
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securitie	es Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5)  (A) or	Price	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)

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

 $A^{(1)}$ 

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.

SEC 1474

(9-02)

D

27,516

\$0

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

2,033

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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. Transactio 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Unit	\$ 0	07/18/2011		A	2,033	07/18/2012(2)	(2)	Common Stock	0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FOX MARYE ANNE C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606	X						

#### **Signatures**

/s/ Stephanie Trunk, Atty in Fact UPOA 07/19/2011

\*\*Signature of 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).

Date

- (1) This annual award of restricted stock was granted pursuant to Red Hat's 2010 Non-Employee Director Compensation Plan and will be fully vested on the first anniversary of the date of the grant.
- This DSU was granted pursuant to Red Hat's 2010 Non-Employee Director Compensation Plan, in lieu of all or a portion of an annual grant of restricted stock, and will be fully vested on the first anniversary of the date of the grant. The DSU will be settled in shares of common stock upon termination of the Reporting Person's Board of Director service.

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.

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