

FOX MARYE ANNE
Form 4
January 05, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
FOX MARYE ANNE

(Last) (First) (Middle)

C/O RED HAT, INC., 1801
VARSITY DRIVE

(Street)

RALEIGH, NC 27606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RED HAT INC [RHT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/03/2012 | | M | | 965 | A (1) | \$ 0 28,481 |
| Common Stock | 01/03/2012 | | M | | 762 | A (2) | \$ 0 29,243 |
| Common Stock | 01/03/2012 | | M | | 769 | A (3) | \$ 0 30,012 |
| Common Stock | 01/03/2012 | | M | | 1,722 | A (4) | \$ 0 31,734 |

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

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(9-02)

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

| 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. Transaction 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) | 8. Price of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) | |
| Deferred Stock Unit | \$ 0 | 01/03/2012 | | M | 965 | (5) | (5) | Common Stock | 965 | \$ |
| Deferred Stock Unit | \$ 0 | 01/03/2012 | | M | 762 | (5) | (5) | Common Stock | 762 | \$ |
| Deferred Stock Unit | \$ 0 | 01/03/2012 | | M | 769 | (5) | (5) | Common Stock | 769 | \$ |
| Deferred Stock Unit | \$ 0 | 01/03/2012 | | M | 1,722 | (5) | (5) | Common Stock | 1,722 | \$ |

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

01/05/2012

__Signature of Reporting Person

Date

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) These shares represent a DSU lapse triggered by the deferral date designated by the Reporting Person prior to the grant date. Shares reflected were granted on February 15, 2008.
- (2) These shares represent a DSU lapse triggered by the deferral date designated by the Reporting Person prior to the grant date. Shares reflected were granted on May 15, 2008.
- (3) These shares represent a DSU lapse triggered by the deferral date designated by the Reporting Person prior to the grant date. Shares reflected were granted on August 15, 2008.
- (4) These shares represent a DSU lapse triggered by the deferral date designated by the Reporting Person prior to the grant date. Shares reflected were granted on November 17, 2008.
- (5) This DSU was granted pursuant to Red Hat's 2006 Non-employee Director Compensation Plan, in lieu of cash compensation and was fully vested as of the date of the grant.

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.