

RED HAT INC
Form 4/A
October 22, 2004

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 *
SZULIK MATTHEW

(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 [RHAT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
02/23/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/CEO/President

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$.0001 Par Value Per Share	02/19/2004		S		7,200 ⁽¹⁾	D	\$ 18.3
					2,527,384 ⁽²⁾	D	
Common Stock, \$.0001 Par Value Per Share	02/19/2004		S		100 ⁽¹⁾	D	\$ 18.31
					2,527,284 ⁽²⁾	D	
Common Stock,	02/19/2004		S		200 ⁽¹⁾	D	\$ 18.32
					2,527,084 ⁽²⁾	D	

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\$.0001 Par Value Per Share							
Common Stock, \$.0001 Par Value Per Share	02/19/2004	S	200 <u>(1)</u>	D	\$ 18.33	2,526,884 <u>(2)</u>	D
Common Stock, \$.0001 Par Value Per Share	02/19/2004	S	300 <u>(1)</u>	D	\$ 18.34	2,526,584 <u>(2)</u>	D
Common Stock, \$.0001 Par Value Per Share	02/19/2004	S	3,500 <u>(1)</u>	D	\$ 18.35	2,523,084 <u>(2)</u>	D
Common Stock, \$.0001 Par Value Per Share	02/19/2004	S	600 <u>(1)</u>	D	\$ 18.354	2,522,484 <u>(2)</u>	D
Common Stock, \$.0001 Par Value Per Share	02/19/2004	S	300 <u>(1)</u>	D	\$ 18.38	2,522,184 <u>(2)</u>	D
Common Stock, \$.0001 Par Value Per Share	02/19/2004	S	600 <u>(1)</u>	D	\$ 18.384	2,521,584 <u>(2)</u>	D
Common Stock, \$.0001 Par Value Per Share	02/19/2004	S	200 <u>(1)</u>	D	\$ 18.39	2,521,384 <u>(2)</u>	D
Common Stock, \$.0001 Par Value Per Share	02/19/2004	S	400 <u>(1)</u>	D	\$ 18.391	2,520,984 <u>(2)</u>	D
Common Stock, \$.0001 Par	02/19/2004	S	2,300 <u>(1)</u>	D	\$ 18.41	2,518,684 <u>(2)</u>	D
						<u>(3)</u>	

Value Per
Share

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

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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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZULIK MATTHEW C/O RED HAT, INC 1801 VARSITY DRIVE RALEIGH, NC 27606	X		Chairman/CEO/President	

Signatures

Emily Del Toro, Atty in Fact
UPOA
10/22/2004

__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) This stock sale was effected pursuant to a 10b5-1 trading plan effective 1/29/04.
Includes 16,473 shares held of record by the Matthew J. Szulik GRAT dated 5/26/99 for which the Reporting Person is the trustee and
- (2) includes 1,500,000 shares of common stock which are subject to a right of repurchase by Red Hat, Inc. such right lapsing over a period of four years.

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(3) Share Totals include adjustments from previous Form 4 amendments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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