CORMIER PAUL J

Form 4

February 03, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or 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

burden hours per response...

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CORMIER PAUL J			2. Issuer Name and Ticker or Trading Symbol RED HAT INC [RHAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check air applicable)
			(Month/Day/Year)	Director 10% Owner
C/O RED HAT, INC, 1801			02/01/2006	X Officer (give title Other (specify below)
VARSITY DE	RIVE			EVP, Engineering
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
RALEIGH, N	C 27606			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/01/2006		M	10,000	A	\$ 6.05	10,000	D	
Common Stock	02/01/2006		S <u>(1)</u>	2,500	D	\$ 28.85	7,500	D	
Common Stock	02/01/2006		S <u>(1)</u>	4,500	D	\$ 28.88	3,000	D	
Common Stock	02/01/2006		S <u>(1)</u>	3,000	D	\$ 29	0	D	
Common Stock	02/02/2006		M	10,000	A	\$ 6.05	10,000	D	

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Common Stock	02/02/2006	S(1)	2,500	D	\$ 28.83	7,500	D
Common Stock	02/02/2006	S <u>(1)</u>	7,500	D	\$ 28.72	0	D

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

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 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 Expiration Date Securities (Month/Day/Yea Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	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
Employee Stock Option NQSO (Right to Buy)	\$ 6.05	02/01/2006		M	10,000	<u>(2)</u>	01/21/2013	Common Stock	10,000
Employee Stock Option NQSO (Right to Buy)	\$ 6.05	02/02/2006		M	10,000	(2)	01/21/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
CORMIER PAUL J				
C/O RED HAT, INC			EVD Engineering	
1801 VARSITY DRIVE			EVP, Engineering	
RALEIGH NC 27606				

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Relationships

Signatures

Emily DelToro, Atty in Fact UPOA

02/03/2006

**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 Rule 10(b)5-1 trading plan effective December 27, 2005.
- (2) This option exercises 25% on the first anniversary date and 6.25% on the first day of each subsequent three month period following one year from the date of 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.

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