SZULIK MATTHEW

Form 4

November 16, 2009

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addres SZULIK MATT	s of Reporting Person * HEW	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
<i>a</i>		RED HAT INC [RHT]	(Check all applicable)		
(Last)	(First) (Middle)	3. Date of Earliest Transaction			
		(Month/Day/Year)	X Director 10% Owner		
C/O RED HAT,	INC., 1801	11/12/2009	Officer (give title Other (specify		
VARSITY DRIVE			below) below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line)		
			X Form filed by One Reporting Person		
RALEIGH, NC 27606			Form filed by More than One Reporting		
Tu ibbioii, i to i	2,000		Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	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 (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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)
Common			Code V	Amount	(D)	Price		_	
Stock	11/12/2009		S <u>(1)</u>	57,202	D	\$ 28	228,072	D	
Common Stock	11/12/2009		M	242,421	A	\$ 13.16	470,493	D	
Common Stock	11/12/2009		S <u>(1)</u>	242,421	D	\$ 28.01 (2)	228,072	D	
Common Stock	11/13/2009		M	257,279	A	\$ 13.16	485,351	D	
Common Stock	11/13/2009		S <u>(1)</u>	257,279	D	\$ 28 (3)	228,072	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of torDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option NQSO (Right to Buy	\$ 13.16	11/12/2009		M		242,421	<u>(4)</u>	12/28/2009	Common Stock	242,42
Employee Stock Option NQSO (Right to	\$ 13.16	11/13/2009		M		257,279	<u>(4)</u>	12/28/2009	Common Stock	257,27

Reporting Owners

/s/ Kimberly Yule, Atty in fact

Buy

UPOA

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

**Signature of Reporting Person Date

Reporting Owners 2

11/16/2009

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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 October 5, 2009.
 - Represents the weighted average sale price per share. The shares were sold at prices ranging from \$28.00-\$28.08 per share. Full
- (2) information regarding the number of shares sold at each price shall be provided upon request to the Staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
 - Represents the weighted average sale price per share. The shares were sold at prices ranging from \$28.00-\$28.05 per share. Full
- (3) information regarding the number of shares sold at each price shall be provided upon request to the Staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (4) This option is exercisable at a rate of 6.25% each three month period following 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.