#### PETERS CHARLES E JR

Form 4 May 06, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PETERS CHARLES E JR Issuer Symbol RED HAT INC [RHT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify C/O RED HAT, INC., 1801 05/05/2011 below) VARSITY DRIVE EVP, Chief Financial Officer (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 Form filed by More than One Reporting RALEIGH, NC 27606 Person

| (City)              | (State)                              | (Zip) Tabl  | le I - Non-I    | Derivative : | Securi    | ities Acqu              | iired, Disposed of                             | , or Beneficiall                 | y Owned                               |
|---------------------|--------------------------------------|---|-----------------|--------------|-----------|-------------------------|--|----------------------------------|---------------------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) |                 |              |           | 5. Amount of Securities | 7. Nature of Indirect                          |                                  |                                       |
| (Instr. 3)          |                                      | any<br>(Month/Day/Year)                                     | Code (Instr. 8) | (Instr. 3,   | and :     | 5)                      | Beneficially Owned Following                   | Form: Direct (D) or Indirect (I) | Beneficial<br>Ownership<br>(Instr. 4) |
|                     |                                      |   |                 |              | (A)<br>or |                         | Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)                       |                                       |
| Common              |                                      |   | Code V          | Amount       | (D)       | Price<br>\$             | ,,   |                                  |                                       |
| Stock               | 05/05/2011                           |   | S <u>(1)</u>    | 26,352       | D         | 44.84<br>(2)            | 83,111   | D                                |                                       |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: PETERS CHARLES E JR - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D) |                     | ate<br>Year)       | Amount<br>Underly<br>Securiti | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------------------------------|---|---|---|
|   |   |   |   | Code V                                 | (Instr. 3, 4, and 5)  (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title N                       | Amount<br>or<br>Number<br>of<br>Shares                                    |   |   |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PETERS CHARLES E JR C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606

EVP, Chief Financial Officer

### **Signatures**

/s/ Stephanie Trunk, Atty in Fact UPOA

05/06/2011

\*\*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, 2010.

Represents the weighted average sale price per share. The shares were sold at prices ranging from \$44.59-\$45.52 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.

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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