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Cunningham	Michael										
Form 4											
June 02, 201	1										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										PPROVAL	
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this							Expires:	January 31,			
if no longer subject to STATEMENT OF CHAN				GES IN BENEFICIAL OW				NERSHIP OF	Estimated a	2005 average	
	Section 16.				ITIES				burden hours per		
Form 4 or									response		
Form 5 obligation	· ·						•	e Act of 1934,			
may conti				•	. .			f 1935 or Sectio	n		
<i>See</i> Instru 1(b).	ction	30(h)	of the Inv	vestment	Company	Y Act	of 194	40			
(Print or Type R	esponses)										
Cunningham Michael Symbol RED HAT				RED HAT INC [RHT]				5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Last)	(First)	(Middle)		e of Earliest Transaction				Director 10% Owner			
				nth/Day/Year) 31/2011				Officer (give title Other (specify			
VARSITY DRIVE				//51/2011				below)	al		
								,	General Couns		
				Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mor				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
RALEIGH, I	NC 27606								Iore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction D	1						6. Ownership 7. N			
Security (Instr. 3)	(Month/Day/Yea	any Execution	on Date, if Transaction(A) or Disposed of Code (D)					Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(1150.5)		-	Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				5)	· · ·	Indirect (I) Own	Ownership	
			-					Following		(Instr. 4)	
						(A)		Reported Transaction(s)			
						or		(Instr. 3 and 4)			
Comment				Code V	Amount	(D)	Price	(
Common Stock	05/31/2011			А	16,666 (1)	А	\$0	83,977	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)	4. Transacti Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Cunningham Michael C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606			EVP, General Counse	91				
Signatures								
/s/ Stephanie Trunk, Atty in Fa UPOA	ct	06/02/2	2011					
<u>**</u> 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).

Represents a performance-based restricted stock award vesting over four years, subject to the achievement of a financial performance objective. If the performance objective is not achieved, the entire award is forfeited. If the performance objective is achieved, the award vests: (i) 25% on July 16, 2012 and (ii) ratably on a quarterly basis over the subsequent three-year period subject to continued service.

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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