Edgar Filing: PETERS CHARLES E JR - Form 4

| PETERS CH Form 4 July 20, 201 | IARLES E JR 1 | | | | | | | | | | |
|--|--|---|---|--|--|-----------|-------------|--|--|-----------|--|
| | | | | | | | | | | | |
| Check th | Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | |
| if no long subject to Section 1 Form 4 of Form 5 obligatio may com <i>See</i> Instr 1(b). | ger 16. 16. 57 Filed 18. 57 Filed | 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 a 20(b) of the Investment Company Act of 1940 | | | | | | | Expires: Estimated a burden hou response n | ~ | |
| (Print or Type] | Responses) | | | | | | | | | | |
| PETERS CHARLES E JR Symbol | | | | uer Name and Ticker or Trading ol HAT INC [RHT] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Cr | | | | | (Chec | | | |
| | | | | onth/Day/Year) /18/2011 | | | | Director 10% Owner X Officer (give title Other (specify below) EVP, Chief Financial Officer | | | |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| RALEIGH, | NC 27606 | | | | | | | Person | lore than One Re | porting | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, 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) | | | | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 07/18/2011 | | | F | 4,085 | D | \$ 43.05 | 100,692 | D | | |
| Common Stock | 07/19/2011 | | | S <u>(1)</u> | 5,532 | D | \$ 43.2 | 95,160 | D | | |

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. Transactio Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | le and unt of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-----------------------|---|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|------------------------------|-------|--|--|--|--|
| 1 | 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 Fac UPOA | ct | 07/20/2 | 2011 | | | | | |
| <u>**</u> Signature of Reporting Person | | Date | | | | | | |

**Signature of Reporting Person

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.

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.