Alexander DeLisa
Form 3
April 08, 2011

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Alexander DeLisa
(Last) (First) (Middle)

C/O RED HAT, INC.,Â 1801 VARSITY DRIVE
(Street)

RALEIGH,Â NCÂ 27606
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/30/2011

3. Issuer Name **and** Ticker or Trading Symbol
RED HAT INC [RHT]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
EVP, People & Brand

5. 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 Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	39,132 (1) (2) (3)	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alexander DeLisa C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH,Â NCÂ 27606	Â	Â	Â EVP, People & Brand	Â

Signatures

/s/ Stephanie Trunk, Atty in Fact UPOA	04/08/2011
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents 12,579 shares held outright and 25,553 shares of unvested restricted stock subject to forfeiture.

(2) Includes 1,969 shares of unvested restricted stock originally granted on October 16, 2007, 6,563 shares of unvested restricted stock originally granted on October 16, 2008, and 8,021 shares of unvested restricted stock originally granted on October 16, 2009. Each of these grants vest 25% after the first year and 6.25% quarterly thereafter.

(3) Also includes 10,000 shares of a performance-based restricted stock award originally granted on May 28, 2010 which vests 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 25% on July 16, 2011 and 6.25% quarterly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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