Alexander DeLisa Form 4 April 26, 2012

# FORM 4

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

**OMB** 3235-0287

**OMB APPROVAL** 

Number: January 31, Expires:

2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

5. Relationship of Reporting Person(s) to 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Alexander DeLisa Issuer Symbol RED HAT INC [RHT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title C/O RED HAT, INC., 1801 04/25/2012 below) **VARSITY DRIVE** EVP, People & Brand (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  | e I - Non-D                             | erivative :                                 | Securi | ities Acqu  | iired, Disposed of   | f, or Beneficial   | ly Owned  |
|--------------------------------------|---|---|---|---|--------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit<br>on(A) or Dis<br>(Instr. 3, 4) | sposed | of (D)      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 04/25/2012                              |   | A(1)                                    | 12,542                                      | A      | \$ 0        | 66,580   | D  |   |
| Common<br>Stock                      | 04/25/2012                              |   | A(2)                                    | 4,465                                       | A      | \$ 0        | 71,045   | D  |   |
| Common<br>Stock                      | 04/25/2012                              |   | A(3)                                    | 6,447                                       | A      | \$ 0        | 77,492   | D  |   |
| Common<br>Stock                      | 04/25/2012                              |   | F                                       | 9,958                                       | D      | \$<br>59.23 | 67,534   | D  |   |

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

#### Edgar Filing: Alexander DeLisa - Form 4

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.

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 | 2. Conversion                                     | 3. Transaction Date (Month/Day/Year) |                      | 4.<br>Transactio | 5.<br>orNumber  | 6. Date Exerc<br>Expiration Da |                    | 7. Titl                                |  | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|---|--------------------------------------|----------------------|------------------|---|--------------------------------|--------------------|--|--|------------------------|---|
| Security (Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Teal)                     | any (Month/Day/Year) | Code (Instr. 8)  | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/                    |                    | Underlyir<br>Securities<br>(Instr. 3 a | rlying<br>ities                        | (Instr. 5)             | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |   |                                      |                      | Code V           | (A) (D)   | Date<br>Exercisable            | Expiration<br>Date | Title                                  | Amount<br>or<br>Number<br>of<br>Shares |                        |   |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Alexander DeLisa C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606

EVP, People & Brand

#### **Signatures**

/s/ Stephanie Trunk, Atty in Fact **UPOA** 

04/26/2012

\*\*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 the number of performance shares earned by the reporting person in connection with the third performance period under the Performance Share Unit Agreement between the reporting person and the Company dated May 26, 2009.
- Represents the number of performance shares earned by the reporting person in connection with the second performance period under the **(2)** Performance Share Unit Agreement between the reporting person and the Company dated May 28, 2010.
- Represents the number of performance shares earned by the reporting person in connection with the first performance period under the Performance Share Unit Agreement between the reporting person and the Company dated May 31, 2011.

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.

Reporting Owners 2