#### PETERS CHARLES E JR

Form 4 April 27, 2012

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Re PETERS CHARLES E		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
		RED HAT INC [RHT]				
(Last) (First)	(Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	Director 10% Owner			
C/O RED HAT, INC.,	1801	04/25/2012	_X_ Officer (give title Other (specify below) EVP, Chief Financial Officer			
VARSITY DRIVE						
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
		Filed(Month/Day/Year)  Applicable Line)  _X_ Form filed by One Reporting H				
RALEIGH, NC 27606			Form filed by More than One Reporting Person			
(0:1)	(7:)					

	(City)	(State)	(Zip) Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)				
	Common Stock	04/25/2012		A(1)	35,832	A	\$0	143,877	D			
	Common Stock	04/25/2012		A(2)	7,442	A	\$ 0	151,319	D			
	Common Stock	04/25/2012		A(3)	10,476	A	\$ 0	161,795	D			
	Common Stock	04/25/2012		F	22,819	D	\$ 59.23	138,976	D			

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date An		Amou	ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ве
	Derivative				Securities			(Instr.	3 and 4)		O
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tr
					of (D)						(It
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date					
						Exercisable			Number		
				C-1- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 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** 

04/27/2012

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).
- 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.

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