

RED HAT INC
Form 4
August 15, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARKE JEFF

(Last) (First) (Middle)

**C/O RED HAT, INC., 100 EAST
DAVIE STREET**

(Street)

RALEIGH, NC 27601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RED HAT INC [RHT]

3. Date of Earliest Transaction
(Month/Day/Year)

08/11/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/11/2016		M	(A) or (D) 1,052 (1) A	\$ 0 36,967	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.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: RED HAT INC - Form 4

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Unit	\$ 0	08/11/2016		M		317		(2)	(2)	Common Stock	317	\$ 0
Deferred Stock Unit	\$ 0	08/11/2016		M		392		(3)	(3)	Common Stock	392	\$ 0
Deferred Stock Unit	\$ 0	08/11/2016		M		343		(4)	(4)	Common Stock	343	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE JEFF C/O RED HAT, INC. 100 EAST DAVIE STREET RALEIGH, NC 27601	X			

Signatures

/s/ Stephanie Trunk, Atty in Fact
UPOA
08/15/2016

__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).
- (1) These shares were acquired on a one-for-one basis pursuant to DSU distributions triggered by the Reporting Person's end of service on the Board of Directors of Red Hat, Inc. effective August 11, 2016.
- This DSU was granted on November 16, 2015 pursuant to Red Hat's 2010 Non-Employee Director Compensation Plan, in lieu of cash compensation, and was fully vested as of the date of the grant. The DSU settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.
- (3) This DSU was granted on February 16, 2016 pursuant to Red Hat's 2010 Non-Employee Director Compensation Plan, in lieu of cash compensation, and was fully vested as of the date of the grant. The DSU settled in shares of Red Hat's common stock on a one-for-one

Edgar Filing: RED HAT INC - Form 4

basis upon termination of the Reporting Person's Board of Director service.

- (4) This DSU was granted on May 16, 2016 pursuant to Red Hat's 2010 Non-Employee Director Compensation Plan, in lieu of cash compensation, and was fully vested as of the date of the grant. The DSU settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

Remarks:

Form 2 of 2

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.