

Chau Micheline
Form 4
August 13, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chau Micheline

(Last) (First) (Middle)

C/O RED HAT, INC., 1801
VARSITY DRIVE

(Street)

RALEIGH, NC 27606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2012

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	08/09/2012		M	(A) or (D) 16,551 (1)	A \$ 0 36,793	D	

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

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information contained in this form are not
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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)

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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. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Unit	\$ 0	08/09/2012		M		5,393		(2)	(2)	Common Stock	5,393	\$ 0.00
Deferred Stock Unit	\$ 0	08/09/2012		M		5,542		(3)	(3)	Common Stock	5,542	\$ 0.00
Deferred Stock Unit	\$ 0	08/09/2012		M		401		(4)	(4)	Common Stock	401	\$ 0.00
Deferred Stock Unit	\$ 0	08/09/2012		M		399		(5)	(5)	Common Stock	399	\$ 0.00
Deferred Stock Unit	\$ 0	08/09/2012		M		4,066		(6)	(6)	Common Stock	4,066	\$ 0.00
Deferred Stock Unit	\$ 0	08/09/2012		M		441		(7)	(7)	Common Stock	441	\$ 0.00
Deferred Stock Unit	\$ 0	08/09/2012		M		309		(8)	(8)	Common Stock	309	\$ 0.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chau Micheline C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606	X			

Signatures

/s/ Stephanie Trunk, Atty in Fact
UPOA

08/13/2012

__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).
- (1) These shares were acquired pursuant to DSU distributions triggered by the reporting person's resignation from the Board of Directors of Red Hat, Inc. effective August 9, 2012.

This DSU was granted on July 16, 2009, pursuant to Red Hat's 2008 Independent Director Compensation Plan, in lieu of all or a portion of an annual grant of restricted stock, and was fully vested on the first anniversary of the date of the grant. The DSU is settled in shares of Red Hat's common stock upon termination of the reporting person's Board of Director service.
- (2) This DSU was granted on July 16, 2010, pursuant to Red Hat's 2010 Non-Employee Director Compensation Plan, in lieu of all or a portion of an annual grant of restricted stock, and was fully vested on the first anniversary of the date of the grant. The DSU is settled in shares of Red Hat's common stock upon termination of the reporting person's Board of Director service.
- (3) This DSU was granted on February 15, 2011, 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 is settled in shares of Red Hat's common stock upon termination of the reporting person's Board of Director service.
- (4) This DSU was granted on May 16, 2011, 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 is settled in shares of Red Hat's common stock upon termination of the reporting person's Board of Director service.
- (5) This DSU was granted on July 18, 2011, pursuant to Red Hat's 2010 Non-Employee Director Compensation Plan, in lieu of all or a portion of an annual grant of restricted stock, and was fully vested on the first anniversary of the date of the grant. The DSU is settled in shares of Red Hat's common stock upon termination of the reporting person's Board of Director service.
- (6) This DSU was granted on August 15, 2011, 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 is settled in shares of Red Hat's common stock upon termination of the reporting person's Board of Director service.
- (7) This DSU was granted on November 15, 2011, 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 is settled in shares of Red Hat's common stock upon termination of the reporting person's Board of Director service.
- (8)

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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