

RED HAT INC
Form 4
February 16, 2006

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 *
PINCHEV ALEX

(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 [RHAT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

EVP Worldwide Sales

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 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 Ownership (Instr. 4)
Common Stock	02/13/2006		M	6,250 A	\$ 13.53	36,875	D
Common Stock	02/13/2006		S ⁽¹⁾	6,250 D	\$ 26.08	30,625	D
Common Stock	02/14/2006		M	6,250 A	\$ 13.53	36,875	D
Common Stock	02/14/2006		S ⁽¹⁾	6,250 D	\$ 26.69	30,625	D
Common Stock	02/15/2006		M	6,250 A	\$ 13.53	36,875	D

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Common Stock 02/15/2006 S⁽¹⁾ 6,250 D \$ 26.06 30,625 D

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

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(9-02)

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

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 (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. Amount or Number of Shares
Employee Stock Option NQSO (Right to Buy)	\$ 13.53	02/13/2006		M	6,250	<u>(2)</u> 11/07/2013	Common Stock	6,250
Employee Stock Option NQSO (Right to Buy)	\$ 13.53	02/14/2006		M	6,250	<u>(2)</u> 11/07/2013	Common Stock	6,250
Common Stock	\$ 13.53	02/15/2006		M	6,250	<u>(2)</u> 11/07/2013	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PINCHEV ALEX C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606	EVP Worldwide Sales

Signatures

Emily DeIToro, Atty in Fact
UPOA

02/16/2006

__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) This stock sale was effected pursuant to a Rule 10(b)5-1 trading plan effective December 27, 2005.
- (2) This option exercises 25% on the first anniversary date and 6.25% on the first day of each subsequent three month period following one year from the date of grant.

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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