## Edgar Filing: RED HAT INC - Form 4

Form 4											
July 17, 2012											
FORM 4	UNITED	STATES					COMMISSIO	N OMB	.PPROVAL 3235-0287		
Check this box	wa	shington	Number:	January 31,							
if no longer subject to Section 16. Form 4 or				SECUI	Estimated burden hoi response	urs per					
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	·	a) of the l	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Respor	ises)										
1. Name and Address of Reporting Person <u>*</u> SHELTON GENERAL HENRY HUGH			Symbol	er Name <b>an</b> IAT INC		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (						(Check all applicable)					
C/O RED HAT, INC., 1801 VARSITY DRIVE			(Month/Day/Year) 07/16/2012				X_ Director 10% Owner Officer (give title Other (specify below) below)				
()	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			1	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>						
RALEIGH, NC 2	27606						Person	More than One R	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Report on	a separate line	e for each cl	ass of sec	urities bene	-	-	-				
					inforn requir	nation cont ed to resp lys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

## Edgar Filing: RED HAT INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	) I ( (	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Unit	\$ 0	07/16/2012		А		3,849		07/16/2013(1)	<u>(1)</u>	Common Stock	3,849

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SHELTON GENERAL HENRY HUGH C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606	Х						
Signatures							
/s/ Stephanie Trunk, Atty in Fact UPOA	07/17/2012						
**Signature of Reporting Person	Da	ate					

## **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).

This DSU was granted pursuant to Red Hat's 2010 Non-Employee Director Compensation Plan, in lieu of all or a portion of an annual
 (1) grant of restricted stock, and will be fully vested on the first anniversary of the date of the grant. The DSU will be settled in shares of common stock upon termination of the Reporting Person's Board of Director service.

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.

(I