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RED HAT II Form 4	NC										
July 18, 2013	3										
FORM	14								PPROVAL		
	UNITED	STATES		RITIES A shington			E COMMISSION	N OMB Number:	3235-02	87	
Check th if no long subject to Section 1 Form 4 o Form 5 obligation	MENT OF	Section	SECU 16(a) of the	Estimated burden hou response	Estimated average burden hours per response 0.5						
may cont <i>See</i> Instru 1(b).	inue.			•	•	ny Act of 1					
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> GUPTA NARENDRA			Symbol	er Name an IAT INC		Trading	5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last) (First) (Middle) C/O RED HAT, INC., 100 EAST DAVIE STREET			3. Date of Earliest Transaction (Month/Day/Year) 07/16/2013				X_ Director 10% Owner Officer (give title Other (specify below) below)				
				I. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
RALEIGH,	NC 27601						Person	More than One K	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	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)		
Reminder: Rep	ort on a separate lin	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this form 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	nof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security	vative		(Instr.	8)	 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Unit	\$ 0	07/16/2013		А		5,042		07/16/2014(1)	<u>(1)</u>	Common Stock	5,042

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GUPTA NARENDRA C/O RED HAT, INC. 100 EAST DAVIE STREET RALEIGH, NC 27601	X							
Signatures								
/s/ Stephanie Trunk, Atty in Fac UPOA	ct	07/18/2	2013					

<u>**</u>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).

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.

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