

Alexander DeLisa  
 Form 4  
 May 08, 2012

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Alexander DeLisa

(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)  
 05/07/2012

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)  
 EVP, People & Brand

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Common Stock	05/07/2012		S <sup>(1)</sup>		25,053	D	57.5 <u>(2)</u>
					42,481		

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

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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. 5)    9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)

Date Exercisable    Expiration Date    Title    Amount or Number of Shares

Code V (A) (D)

**Reporting Owners**

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Alexander DeLisa C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606	EVP, People & Brand

**Signatures**

/s/ Stephanie Trunk, Atty in Fact    05/08/2012  
UPOA

\*\*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 January 6, 2012.
- Represents the weighted average sale price per share. The shares were sold at prices ranging from \$57.20 - \$58.00 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the Staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

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.