

RED HAT INC
Form 4
August 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
CLARKE JEFF

(Last) (First) (Middle)

C/O RED HAT, INC., 100 EAST DAVIE STREET

(Street)

RALEIGH, NC 27601

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 08/11/2016 | | M | 29,256 (1) A \$ 0 | 35,915 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 08/11/2016 | | M | 866 | <u>(2)</u> | <u>(2)</u> | Common Stock | 866 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 813 | <u>(3)</u> | <u>(3)</u> | Common Stock | 813 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 5,393 | <u>(4)</u> | <u>(4)</u> | Common Stock | 5,393 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 988 | <u>(5)</u> | <u>(5)</u> | Common Stock | 988 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 786 | <u>(6)</u> | <u>(6)</u> | Common Stock | 786 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 920 | <u>(7)</u> | <u>(7)</u> | Common Stock | 920 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 652 | <u>(8)</u> | <u>(8)</u> | Common Stock | 652 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 5,542 | <u>(9)</u> | <u>(9)</u> | Common Stock | 5,542 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 686 | <u>(10)</u> | <u>(10)</u> | Common Stock | 686 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 515 | <u>(11)</u> | <u>(11)</u> | Common Stock | 515 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | | M | 470 | <u>(12)</u> | <u>(12)</u> | Common Stock | 470 | \$ |

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| | | | | | | | | | |
|---------------------|------|------------|---|-------|-------------|-------------|--------------|-------|----|
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 468 | <u>(13)</u> | <u>(13)</u> | Common Stock | 468 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 4,066 | <u>(14)</u> | <u>(14)</u> | Common Stock | 4,066 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 551 | <u>(15)</u> | <u>(15)</u> | Common Stock | 551 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 404 | <u>(16)</u> | <u>(16)</u> | Common Stock | 404 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 442 | <u>(17)</u> | <u>(17)</u> | Common Stock | 442 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 374 | <u>(18)</u> | <u>(18)</u> | Common Stock | 374 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 382 | <u>(19)</u> | <u>(19)</u> | Common Stock | 382 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 446 | <u>(20)</u> | <u>(20)</u> | Common Stock | 446 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 395 | <u>(21)</u> | <u>(21)</u> | Common Stock | 395 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 393 | <u>(22)</u> | <u>(22)</u> | Common Stock | 393 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 416 | <u>(23)</u> | <u>(23)</u> | Common Stock | 416 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 531 | <u>(24)</u> | <u>(24)</u> | Common Stock | 531 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 431 | <u>(25)</u> | <u>(25)</u> | Common Stock | 431 | \$ |
| Deferred Stock Unit | \$ 0 | 08/11/2016 | M | 506 | <u>(26)</u> | <u>(26)</u> | Common Stock | 506 | \$ |
| Deferred Stock | \$ 0 | 08/11/2016 | M | 418 | <u>(27)</u> | <u>(27)</u> | Common Stock | 418 | \$ |

Unit

Deferred
Stock
Unit

\$ 0

08/11/2016

M

397

(28)(28)Common
Stock

397

\$

Deferred
Stock
Unit

\$ 0

08/11/2016

M

365

(29)(29)Common
Stock

365

\$

Deferred
Stock
Unit

\$ 0

08/11/2016

M

322

(30)(30)Common
Stock

322

\$

Deferred
Stock
Unit

\$ 0

08/11/2016

M

318

(31)(31)Common
Stock

318

\$

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARKE JEFF C/O RED HAT, INC. 100 EAST DAVIE STREET RALEIGH, NC 27601 | X | | | |

Signatures

/s/ Stephanie Trunk, Atty in Fact
UPOA

08/15/2016

**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 on a one-for-one basis pursuant to DSU distributions triggered by the Reporting Person's end of service on the Board of Directors of Red Hat, Inc. effective August 11, 2016.

(2) This DSU was granted on February 17, 2009 pursuant to Red Hat's 2008 Non-Employee Director Compensation Plan, in lieu of cash compensation, and was fully vested as of the date of the grant. The DSU settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(3) This DSU was granted on May 15, 2009 pursuant to Red Hat's 2008 Non-Employee Director Compensation Plan, in lieu of cash compensation, and was fully vested as of the date of the grant. The DSU settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(4) This DSU was granted on July 16, 2009 pursuant to Red Hat's 2008 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 settled in shares of common stock upon termination of the Reporting Person's Board of Director service.

(5) This DSU was granted on August 17, 2009 pursuant to Red Hat's 2008 Non-Employee Director Compensation Plan, in lieu of cash compensation, and was fully vested as of the date of the grant. The DSU settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(6)

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This DSU was granted on August 15, 2013 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(24) This DSU was granted on November 15, 2013 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(25) This DSU was granted on February 18, 2014 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(26) This DSU was granted on May 15, 2014 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(27) This DSU was granted on August 15, 2014 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(28) This DSU was granted on November 17, 2014 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(29) This DSU was granted on February 17, 2015 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(30) This DSU was granted on May 15, 2015 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

(31) This DSU was granted on August 17, 2015 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 settled in shares of Red Hat's common stock on a one-for-one basis upon termination of the Reporting Person's Board of Director service.

Remarks:

Form 1 of 2

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.