RED HAT INC Form 4 April 20, 2017

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Alexander DeLisa	2. Issuer Name and Ticker or Trading Symbol RED HAT INC [RHT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	, ,			
C/O RED HAT, INC., 100 EAST DAVIE STREET	(Month/Day/Year) 04/18/2017	Director 10% Owner X Officer (give title Other (special below) below) EVP, Chief People Officer			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
RALEIGH, NC 27601	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed (/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Stock	04/18/2017		A <u>(1)</u>	12,512	A	\$ 0	47,734	D	
Common Stock	04/18/2017		F(2)	4,842	D	\$ 86.74	42,892	D	

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

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or Ex (Instr. 3) Price Deriv		or Exercise Price of Derivative Security	or Exercise Price of Derivative	any (Month/Day/Year)	of Derivative	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			Underlying Security Securities (Instr. 5) (Instr. 3 and 4)	Security	Secur Bene Owne Follo Repo Trans (Instr	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Alexander DeLisa C/O RED HAT, INC. 100 EAST DAVIE STREET RALEIGH, NC 27601

EVP, Chief People Officer

Signatures

/s/ Stephanie Trunk, Atty in Fact **UPOA**

04/20/2017

**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).
- Represents shares earned by the reporting person in connection with the three year performance period under the Performance Share Unit Agreement between the reporting person and the Company dated May 29, 2014.
- Represents shares withheld from the reporting person to satisfy reporting person's tax obligations relating to the vesting.

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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