## Edgar Filing: RED HAT INC - Form 4

RED HAT II Form 4 October 17, 2 FORN	2008	STATES					NGE C	OMMISSION	OMB	PROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	<ul> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>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</li> <li>20(b) of the Investment Company Act of 1940</li> </ul>								Number: Expires: Estimated a burden hour response	January 31, 2005 verage	
PETERS CHARLES E JR S				r Name <b>and</b> AT INC [		Гradin	g	5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O RED H VARSITY I	3. Date of Earliest Transaction (Month/Day/Year) 10/16/2008					(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) <u>below</u> ) EVP, Chief Financial Officer					
				endment, Date Original onth/Day/Year)				<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> <li>Person</li> </ul>			
(City)	(State)	(Zip)	Tabl	e I - Non-D	Oerivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Executio any		Code (Instr. 8)	4. Securiti on(A) or Dis (Instr. 3, 4	posed and 5 (A) or	of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	10/16/2008			Code V F	Amount 2,876	(D) D	Price \$ 12.54	61,486	D		
Common Stock	10/16/2008			А	25,000 (1)	A	\$0	86,486	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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
PETERS CHARLES E JR C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606			EVP, Chief Financial Officer					
Signatures								
/s/ Kimberly Yule, Atty in fact UPOA		10/17/20	08					

\*\*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) Restricted stock grant vesting 25% annually over over four years and subject to a right of repurchase by Red Hat, Inc.

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.