

RED HAT INC
Form 4
August 15, 2016

FORM 4

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

OMB APPROVAL

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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 *
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)
				(A) or (D) Price			
Common Stock	08/11/2016		M	V 1,052 (1) A \$ 0	36,967	D	

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)
Deferred Stock Unit	\$ 0	08/11/2016		M	317	(2) (2)	Common Stock	317 \$ 0
Deferred Stock Unit	\$ 0	08/11/2016		M	392	(3) (3)	Common Stock	392 \$ 0
Deferred Stock Unit	\$ 0	08/11/2016		M	343	(4) (4)	Common Stock	343 \$ 0

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.
This DSU was granted on November 16, 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.
 - (3) This DSU was granted on February 16, 2016 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

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basis upon termination of the Reporting Person's Board of Director service.

- (4) This DSU was granted on May 16, 2016 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 2 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.