Cook Mark Form 4 December 30, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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January 31, 2005

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obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

Name and Address of Reportic Cook Mark	ng Person *	2. Issuer Name <b>and</b> 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	(Check an applicable)		
C/O RED HAT, INC., 1801 VARSITY DRIVE		(Month/Day/Year) 12/28/2009	Director 10% Owner _X_ Officer (give title Other (specify below)  VP / Controller		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
RALEIGH, NC 27606		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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 action(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/28/2009		M	8,445	A	\$ 26.08	19,402	D	
Common Stock	12/28/2009		S	8,445	D	\$ 31.03 (1)	10,957	D	
Common Stock	12/29/2009		M	9,555	A	\$ 26.08	20,512	D	
Common Stock	12/29/2009		S	5,055	D	\$ 30.9	15,457	D	
Common Stock	12/29/2009		S	4,500	D	\$ 30.91	10,957	D	

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Common Stock 12/29/2009 S 4,622 D \$31 (2) 6,335 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)

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. Transactic Code (Instr. 8)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option NQSO (Right to Buy	\$ 26.08	12/28/2009		M	8,445	(3)	12/15/2010	Common Stock	8,445
Employee Stock Option NQSO (Right to Buy	\$ 26.08	12/29/2009		M	9,555	(3)	12/15/2010	Common Stock	9,555

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Cook Mark

C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606

VP / Controller

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## **Signatures**

/s/ Kimberly Yule, Atty in fact UPOA

12/30/2009

\*\*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 the weighted average sale price per share. The shares were sold at prices ranging from \$31.00-\$31.10 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.
- Represents the weighted average sale price per share. The shares were sold at prices ranging from \$31.00-\$31.02 per share. Full
- (2) 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.
- (3) This option is exercisable 25% on the first anniversary date of the date of grant and 6.25% on the first day of each subsequent three month period following one year from the date of grant.

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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