

SZULIK MATTHEW

Form 4

February 14, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SZULIK MATTHEW

(Last) (First) (Middle)

C/O RED HAT, INC, 1801
VARSITY DRIVE

(Street)

RALEIGH, NC 27606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

RED HAT INC [RHT]

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

02/13/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chariman/CEO/President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2007		M	100,000	A \$ 0.5	1,175,182	D
Common Stock	02/13/2007		S ⁽²⁾	77,900	D \$ 25	1,097,282	D
Common Stock	02/13/2007		S ⁽²⁾	1,100	D \$ 25.02	1,096,182	D
Common Stock	02/13/2007		S ⁽²⁾	100	D \$ 25.03	1,096,082	D
Common Stock	02/13/2007		S ⁽²⁾	100	D \$ 25.04	1,095,982	D

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Common Stock	02/13/2007	S ⁽²⁾	1,200	D	\$ 25.05	1,094,782	D
Common Stock	02/13/2007	S ⁽²⁾	3,000	D	\$ 25.06	1,091,782	D
Common Stock	02/13/2007	S ⁽²⁾	3,100	D	\$ 25.07	1,088,682	D
Common Stock	02/13/2007	S ⁽²⁾	1,900	D	\$ 25.08	1,086,782	D
Common Stock	02/13/2007	S ⁽²⁾	700	D	\$ 25.1	1,086,082	D
Common Stock	02/13/2007	S ⁽²⁾	2,000	A	\$ 25.11	1,084,082	D
Common Stock	02/13/2007	S ⁽²⁾	500	D	\$ 25.12	1,083,582	D
Common Stock	02/13/2007	S ⁽²⁾	300	D	\$ 25.14	1,083,282	D
Common Stock	02/13/2007	S ⁽²⁾	5,000	A	\$ 25.15	1,078,282	D
Common Stock	02/13/2007	S ⁽²⁾	3,100	D	\$ 25.2	1,075,182	D

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

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(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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option NQSO (Right to Buy)	\$ 0.5	02/13/2007		M	100,000	(1) 06/27/2011	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZULIK MATTHEW C/O RED HAT, INC 1801 VARSITY DRIVE RALEIGH, NC 27606			Chariman/CEO/President	

Signatures

Emily Del Toro, Atty in fact
UPOA

02/14/2007

__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) This option vests quarterly at a rate of 8.33% over a three year period.

(2) This stock sale was effected pursuant to a Rule 10b5-1 trading plan effective January 1, 2007

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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