CLARKE JEFF Form 4 August 18, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

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

SECURITIES

burden hours per response... 0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *CLARKE JEFF

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(First)

(Street)

RED HAT INC [RHT]

(Check all applicable)

C/O RED HAT, INC., 1801

3. Date of Earliest Transaction

(Month/Day/Year) 08/17/2009

X Director _____10% Owner ____Officer (give title ____Other (specify below) below)

VARSITY DRIVE

4. If Amendment, Date Original

 Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

_X_Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

RALEIGH, NC 27606

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any

2A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s)
(Instr. 3 and 4)

, ,

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

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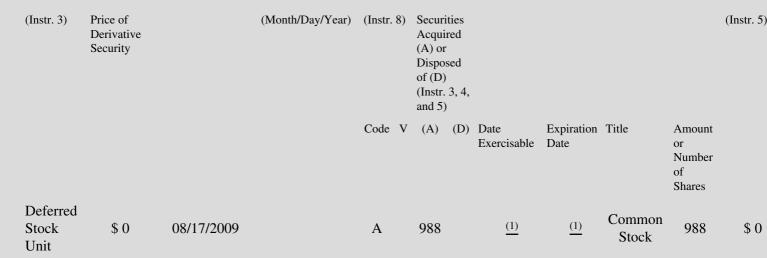
SEC 1474

(9-02)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** Derivativ Security or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4) Security

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE JEFF C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606	X			

Signatures

/s/ Kimberly Yule, Atty in fact UPOA 08/18/2009

**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).

This DSU was granted pursuant to Red Hat's 2008 Independent Director Compensation Plan, in lieu of cash compensation, and is fully (1) vested as of the date of the grant. The DSU will be settled in shares of Red Hat's common stock upon termination of the Reporting Person's Board of Director service.

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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