

Edgar Filing: RED HAT INC - Form 4

[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 (mm/dd/yy) | 2A. Deemed Execution Date, if any, (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Price |
|--|---|---|---|---|--|------------------|----------|
| | | | Code | V | Amount | (A) or (D) | |
| Common Stock, \$.0001 par value per share | 12/05/02 | 12/05/02 | S | | 3,965 | D | \$6.0193 |
| Common Stock, \$.0001 par value per share | 12/05/02 | 12/05/02 | S | | 3,965 | (1) (2) D | \$6.0193 |
| Common Stock, \$.0001 par value per share | 12/05/02 | 12/05/02 | S | | 317 | (1) (2) D | \$6.0193 |
| Common Stock, \$.0001 par value per share | 12/05/02 | 12/05/02 | S | | 860 | (1) (2) D | \$6.0193 |
| Common Stock, \$.0001 par value per share | 12/05/02 | 12/05/02 | S | | 860 | (1) (2) D | \$6.0193 |
| Common Stock, \$.0001 par value per share | 12/05/02 | 12/05/02 | S | | 860 | (1) (2) D | \$6.0193 |

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

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(Over)

(Form 4-07/99)

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expiration | 7. Title and Amount of Underlying Securities (Instr. 3 and ----- Amount or Number of Shares ----- Title |
|--|---|--|---|--|--|--|---|
|--|---|--|---|--|--|--|---|

Explanation of Responses:

(1) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of

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Section 16, or for any other purpose.

(2) Stock sales reported herein were effected pursuant to Rule 10b5-1 trading plans which were effective as follows: Trusts 6/28/02; Robert Young 7/1/02; and Nancy Young 7/11/02.

/s/ Donna Kimmerly, Attorney-In-Fact

December 9, 2002

**Signature of Reporting Person
Under Power of Attorney

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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