#### Edgar Filing: SHELTON GENERAL HENRY HUGH - Form 4

#### SHELTON GENERAL HENRY HUGH

Form 4

September 30, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

09/28/2010

09/28/2010

(Print or Type Responses)

1. Name and Address of Reporting Person * SHELTON GENERAL HENRY HUGH		2. Issuer Name <b>and</b> Ticker or Trading Symbol RED HAT INC [RHT]				-0	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% Owner			
C/O RED HAT, INC., 1801 VARSITY DRIVE			09/28/2010					Officer (give title Delow)  Other (specify below)			
				endment, Day/Year	ŭ	l		6. Individual or Joint/Group Filing(Check Applicable Line)			
RALEIGH,	Filed(Month/Day/Year)					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative :	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
a				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	09/28/2010			M	15,000	A	\$ 21.77	46,599	D		
Common Stock	09/28/2010			S	15,000	D	\$ 40.92 (1)	31,599	D		
Common Stock	09/28/2010			M	4,525	A	\$ 6.15	36,124	D		

S

M

4,525

5,000

D

A

40.96

(2)

31,599

36,599

D

D

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Common Stock					\$ 13.23		
Common Stock	09/28/2010	S	5,000	D	\$ 40.99	31,599	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	\$ 6.15	09/28/2010		M	4,525	(3)	04/23/2013	Common Stock	4,525
Employee Stock Option NQSO (Right to Buy)	\$ 21.77	09/28/2010		M	15,000	(4)	08/13/2012	Common Stock	15,000
Employee Stock Option NQSO (Right to Buy)	\$ 13.23	09/28/2010		M	5,000	(3)	09/21/2014	Common Stock	5,000

# **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

SHELTON GENERAL HENRY HUGH C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606

X

## **Signatures**

/s/ Kimberly Yule, Atty in fact UPOA

09/30/2010

\*\*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 \$40.90-\$40.95 per share. Full

  (1) 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 \$40.94-\$40.99 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.
- (3) This option is exercisable 33.33% on the first anniversary date of the date of grant and 8.33% on the first day of each subsequent three-month period following the first anniversary of the vesting start date.
- (4) This option vests over a one year period in 25% increments starting on the first day of each three month period following the date of the 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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