RED HAT INC Form 4 August 29, 2002

# U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

### FORM 4

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

	Section 30(f	) of the Investmen	ıt Compa	ny Act of 1940	
[_]	Check box if no longer may continue. See Inst		ion 16.	Form 4 or Form	5 obligations
1.	Name and Address of Rep	porting Person*			
Youn		Robert		F.	
(	 Last)	(First)		(Middle)	
c/o	Red Hat, Inc., 1801 Var	sity Drive			
		(Street)			
Rale	-	NC		27606	
(	City)	(State)		(Zip)	
2.	Issuer Name and Ticker	or Trading Symbol	L		
Red	Hat, Inc. (RHAT)				
3.	IRS Identification Number	per of Reporting I	erson,	if an Entity (V	oluntary)
4.	Statement for Month/Yea	ar			
	August 28, 2002				
5.	If Amendment, Date of	Original (Month/Ye	ear)		
6.	Relationship of Report (Check all applicable)	ing Person to Issu	ıer		
	<pre>[x] Director [-] Officer (give tit.</pre>	le below)		10% Owner Other (specify	below)

<sup>7.</sup> 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

Date				
	(Instr. 8)		(A)	
8/28/02	S	3,965(2)	D	\$4.913
8/28/02	S	3,965(1)(2)	D	\$4.913
			D	\$4.913
8/28/02	S		D	\$4.913
8/28/02	S		D	\$4.913
			D	\$4.913
		.=========	======	
	Transaction Date (mm/dd/yy)  8/28/02  8/28/02  8/28/02  8/28/02  8/28/02	Transaction Code Transaction (Instr. 8) Date (mm/dd/yy) Code V  8/28/02 S  8/28/02 S  8/28/02 S  8/28/02 S	Securities Acqu 3. Disposed of (D) Transaction (Instr. 3, 4 an 2. Code Transaction (Instr. 8) Date (mm/dd/yy) Code V   8/28/02 S 3,965(1)(2)  8/28/02 S 317(1)(2)  8/28/02 S 860(1)(2)  8/28/02 S 860(1)(2)	Securities Acquired (F)  3. Disposed of (D)  Transaction (Instr. 3, 4 and 5)  2. Code  Transaction (Instr. 8)  Date  (mm/dd/yy)  8/28/02  S  3,965(1) (2) D  8/28/02  S  3,965(1) (2) D  8/28/02  S  860(1) (2) D

<sup>\*</sup> 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)

(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)

\_\_\_\_\_\_

	2. Conver- sion or Exer- cise 3. Price Trans-	4. Trans- action	5. Number of Derivative Securities Acquired (A) or Disposed		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
1.	of	action	Code	of(D)		(Month/D	ay/Year)		Amount
Title of Derivative	Deriv- ative	Date (Month/	(Instr. 8)	4 and		Date			or Number
Security (Instr. 3)	Secur- ity	Day/ Year)	 Code V			Exer- cisable	tion Date	Title	of Shares

#### 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 Section 16 or for any other purpose.
- (2) Red Hat 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/Jeffrey Hayes, Attorney-In-Fact	August 28, 2002

 $\hbox{\tt **Signature of Reporting Person}\\ \hbox{\tt Under Power of Attorney}$ 

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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