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RED HAT INC Form 4 December 09, 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 Investme | ent Comp | any Act of 194 | 0 | |
|--|---|-------------------|----------|----------------------------|-----------------|--|
| [_] | Check box if no longer may continue. See Inst | | tion 16. | Form 4 or Form | m 5 obligations | |
| 1. | Name and Address of Re | porting Person* | | | | |
| Your | 2 | Robert | | F. | | |
| | (Last) | (First) | | (Middle) | | |
| | Red Hat, Inc., 1801 Var | | | | | |
| | | (Street) | | | | |
| | eigh | North Carol | | 27606 | | |
| | (City) | (State) | | (Zip) | | |
| | | | | | | |
| 2. | Issuer Name and Ticker | or Trading Symbo | ol | | | |
| | Red Hat, Inc. (RHAT |) | | | | |
| 3. | IRS Identification Num | ber of Reporting | Person, | if an Entity | (Voluntary) | |
| | | | | | | |
| 4. | Statement for Month/Ye | ar | | | | |
| | December 5, 2002 | | | | | |
| 5. If Amendment, Date of Original (Month/Year) | | | | | | |
| | | | | | | |
| 6. | Relationship of Report (Check all applicable) | ing Person to Is: | suer | | | |
| | <pre>[X] Director [_] Officer (give tit</pre> | le below) | | 10% Owner Other (specif | y below) | |
| | | | | | | |

^{7.} Individual or Joint/Group Filing (Check applicable line)

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[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

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

^{*} If the Form is filed by more than one Reporting Person, see Instruction $4\,\mbox{(b)}\,\mbox{(v)}\,.$

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)

| | Price Trof ac | 3. Trans- | Deemed Execution and Date, if | action Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | · | |
|------------------------|---------------|---------------|-------------------------------|----------------|---|--|--------------|-------|------------|
| 1. Title of | | | | | | | | | Amou or |
| Derivative | | | (Month/ | 8) | 4 and 5) | | Expira- | | Numb |
| Security (Instr. 3) | Secur- ity | Day/ Year) | _ | | (A) (D) | | tion Date | Title | of Shar |
| | | | | | | | | | |
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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 Date

Under Power of Attorney

** 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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