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RED HAT	INC											
Form 4												
May 18, 20									OMB A	PPROVA	AL.	
FORM	/1 4 UNITED	STATES S		RITIES A shington			GE COMMISSI	ON	OMB Number:		-0287	
Check t				8	,				Expires:	Janua	-	
if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFI SECURITIES							OWNERSHIP ()F	Estimated average burden hours per			
Form 4 Form 5		rsuant to Se	ection 1	6(a) of th	e Secu	rities Excl	hange Act of 193	Λ	response	•	0.5	
obligati may cor <i>See</i> Inst 1(b).	ons Section 17	(a) of the Pu	ublic U	tility Hol	ding C		act of 1935 or Sec					
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u></u>			2. Issuer Name and Ticker or Trading Symbol RED HAT INC [RHAT]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (3. Date of Earliest Transaction				(0	(Check all applicable)				
C/O RED HAT, INC., 1801 VARSITY DRIVE			(Month/Day/Year) 05/15/2006				X Director 10% Owner Officer (give title Other (specify below) below)					
				endment, D nth/Day/Yea	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
RALEIGH	, NC 27606						Form filed Person	by Mo	re than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivati	ve Securitie	s Acquired, Dispose	ed of, o	or Beneficia	lly Owne	d	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution		Date, if TransactionAcquired (A) Code Disposed of (ay/Year) (Instr. 8) (Instr. 3, 4 and			ed (A) or ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	For (D) (I)	Ownership rm: Direct) or Indirect str. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al iip	
				Code V	Amour	or at (D) Pri	(Instr. 3 and 4)					
Reminder: Re	port on a separate line	e for each clas	ss of secu	urities bene	ficially c	wned direct	ly or indirectly.					
					info requ	rmation co uired to res	respond to the co ontained in this fo spond unless the rently valid OMB	rm ar form	re not	SEC 1474 (9-02)		

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) (Instr. 8	 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 				(Instr. 5)			
			Code '	V ((A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	\$ O	05/15/2006	А	3	385		<u>(1)</u>	<u>(1)</u>	Common Stock (2)	385	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MCDONALD EUGENE J C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606	Х							
Signatures								
Emily DelToro, Atty in Fact UPOA		05/18/2006						
**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 2004 Independent Director Plan in lieu of cash compensation and is fully vested as of the
 (1) date of grant. The DSU will be paid out in cash or common stock at the election of Red Hat, Inc. on the earlier of January 2, 2007 (the deferral date designated by the Reporting Person) or termination of the Reporting Person's Board of Director service.
- (2) The DSU is payable in either cash or common stock at the election of Red Hat, Inc.

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.