

Whitehurst James M  
Form 4  
August 08, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Whitehurst James M

(Last) (First) (Middle)  
C/O RED HAT, INC., 100 EAST DAVIE STREET  
(Street)

RALEIGH, NC 27601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
RED HAT INC [RHT]

3. Date of Earliest Transaction (Month/Day/Year)  
08/06/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/06/2018		M <sup>(1)</sup>		80,784 A \$ 0	D	445,557
Common Stock	08/06/2018		F <sup>(2)</sup>		36,312 D \$ 142.86	D	409,245
Common Stock	08/07/2018		S <sup>(3)</sup>		40,372 D \$ 142.49	D	368,873
Common Stock	08/07/2018		S <sup>(3)</sup>		3,600 D \$ 143.11	D	365,273
	08/07/2018		S <sup>(3)</sup>		500 D	D	364,773



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- (3) This stock sale was effected pursuant to a Rule 10b5-1 trading plan effective November 7, 2017.

Represents the weighted average sale price per share. The shares were sold at prices ranging from \$141.91 - \$142.90 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.

- (4) Represents the weighted average sale price per share. The shares were sold at prices ranging from \$142.91 - \$143.65 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.

- (5) Represents the weighted average sale price per share. The shares were sold at prices ranging from \$143.86-144.44 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.

- (6) Performance share unit award's vesting is subject to the achievement of a performance objective relating to a significant increase in total shareholder return. Subject to continued service, (i) 50% of the award vests upon achievement of the performance objective and (ii) the remaining 50% vests on August 6, 2018.

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

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