

RED HAT INC
Form 4/A
October 22, 2004

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SZULIK MATTHEW

(Last) (First) (Middle)

**C/O RED HAT, INC, 1801
VARSITY DRIVE**

(Street)

RALEIGH, NC 27606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RED HAT INC [RHAT]

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

02/19/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/23/2004

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman/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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.0001 Par Value Per Share	02/19/2004		S	7,200 (1)	D \$ 18.3	2,527,384 (2)	D
Common Stock, \$.0001 Par Value Per Share	02/19/2004		S	100 (1)	D \$ 18.31	2,527,284 (2)	D
Common Stock,	02/19/2004		S	200 (1)	D \$ 18.32	2,527,084 (2)	D

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\$.0001 Par
Value Per
Share

Common
Stock,

\$.0001 Par	02/19/2004	S	200 ⁽¹⁾	D	\$ 18.33	2,526,884 ⁽²⁾	D
Value Per							
Share							

Common
Stock,

\$.0001 Par	02/19/2004	S	300 ⁽¹⁾	D	\$ 18.34	2,526,584 ⁽²⁾	D
Value Per							
Share							

Common
Stock,

\$.0001 Par	02/19/2004	S	3,500 ⁽¹⁾	D	\$ 18.35	2,523,084 ⁽²⁾	D
Value Per							
Share							

Common
Stock,

\$.0001 Par	02/19/2004	S	600 ⁽¹⁾	D	\$ 18.354	2,522,484 ⁽²⁾	D
Value Per							
Share							

Common
Stock,

\$.0001 Par	02/19/2004	S	300 ⁽¹⁾	D	\$ 18.38	2,522,184 ⁽²⁾	D
Value Per							
Share							

Common
Stock,

\$.0001 Par	02/19/2004	S	600 ⁽¹⁾	D	\$ 18.384	2,521,584 ⁽²⁾	D
Value Per							
Share							

Common
Stock,

\$.0001 Par	02/19/2004	S	200 ⁽¹⁾	D	\$ 18.39	2,521,384 ⁽²⁾	D
Value Per							
Share							

Common
Stock,

\$.0001 Par	02/19/2004	S	400 ⁽¹⁾	D	\$ 18.391	2,520,984 ⁽²⁾	D
Value Per							
Share							

Common	02/19/2004	S	2,300 ⁽¹⁾	D	\$ 18.41	2,518,684 ⁽²⁾	D
Stock,						⁽³⁾	
\$.0001 Par							

Value Per
Share

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

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SEC 1474
(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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SZULIK MATTHEW C/O RED HAT, INC 1801 VARSITY DRIVE RALEIGH, NC 27606	X Chairman/CEO/President

Signatures

Emily Del Toro, Atty in Fact
UPOA 10/22/2004

__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).

(1) This stock sale was effected pursuant to a 10b5-1 trading plan effective 1/29/04.

Includes 16,473 shares held of record by the Matthew J. Szulik GRAT dated 5/26/99 for which the Reporting Person is the trustee and

(2) includes 1,500,000 shares of common stock which are subject to a right of repurchase by Red Hat, Inc. such right lapsing over a period of four years.

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(3) Share Totals include adjustments from previous Form 4 amendments.

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