

Edgar Filing: RED HAT INC - Form 3

Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stevens Brian C/O RED HAT, INC. 100 EAST DAVIE STREET RALEIGH, NC 27601	Â	Â	Â Chief Technology Officer	Â

Signatures

/s/ Stephanie Trunk, Atty in Fact UPOA	10/18/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents 33,636 shares of common stock and 29,752 shares of unvested restricted stock subject to forfeiture.

Includes 4,688 shares of unvested restricted stock originally granted on May 28, 2010, 5,835 shares of unvested restricted stock originally granted on May 31, 2011, 7,563 shares of unvested restricted stock originally granted on May 31, 2012, and 11,666 shares of unvested restricted stock originally granted on May 30, 2013. Each of these awards vests over four years subject to the achievement of a financial performance objective. If the performance objective is not achieved, the entire award is forfeited. If the performance objective is achieved, the award vests, subject to continued service, (i) 25% on the first anniversary of the vesting start date and (ii) 6.25% on a quarterly basis over the subsequent three-year period.

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.