

PINCHEV ALEX
Form 4
January 25, 2006

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 *
PINCHEV ALEX

(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)

01/23/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

EVP Worldwide Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
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

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	01/23/2006		M	16,260 A	\$ 6.15 46,885	D	
Common Stock	01/23/2006		M	5,615 A	\$ 6.15 52,500	D	
Common Stock	01/23/2006		M	6,250 A	\$ 13.53 58,750	D	
Common Stock	01/23/2006		S ⁽¹⁾	16,260 D	\$ 28.01 42,490	D	
Common Stock	01/23/2006		S ⁽¹⁾	11,865 D	\$ 28.43 30,625	D	

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Common Stock	01/24/2006	M	6,250	A	\$ 13.53	36,875	D
Common Stock	01/24/2006	<u>S</u> (1)	6,250	D	\$ 27.85	30,625	D

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ISO (Right to Buy)	\$ 6.15	01/23/2006		M		16,260		<u>(2)</u>	04/23/2013	Common Stock	16,260
Employee Stock Option NQSO (Right to Buy)	\$ 6.15	01/23/2006		M		5,615		<u>(2)</u>	04/23/2013	Common Stock	5,615
Employee Stock Option NQSO (Right to Buy)	\$ 13.53	01/23/2006		M		6,250		<u>(2)</u>	11/07/2013	Common Stock	6,250
Employee Stock Option NQSO (Right to	\$ 13.53	01/24/2006		M		6,250		<u>(2)</u>	11/07/2013	Common Stock	6,250

