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KOZEL EDWAR Form 4												
December 30, 200								OMB A	PPROVAL			
FORM 4	UNITED	STATES		RITIES A			E COMMISSION	N OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	F CHAN Section 1 Public U	NGES IN	BENEF RITIES he Securi lding Cor	Expires: Estimated burden hou response	urs per							
(Print or Type Respondence)	nses)											
1. Name and Address of Reporting Person <u>*</u> KOZEL EDWARD			2. Issuer Name and Ticker or Trading Symbol RED HAT INC [rhat]				Issuer					
(Last) ((First) (I	Middle)	· · · - · · · - · · · · · · · · · · · ·					(Check all applicable)				
C/O RED HAT, INC, 1801 VARSITY DRIVE			(Month/Day/Year) 12/28/2004				_X_ Director 10% Owner Officer (give title Other (specify below)					
			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
RALEIGH, NC 2	27606						Person	More than One R	eporting			
(City) (State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned			
	unsaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	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)			
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.					
					Perso inforr requi	ons who re nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-employee stock option (right to buy) - NQSO	\$ 13.16	12/28/2004		А		40,000		12/28/2005 <u>(1)</u>	12/28/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
KOZEL EDWARD C/O RED HAT, INC 1801 VARSITY DRIVE RALEIGH, NC 27606	X			
Signatures				
Emily Del Tene Attenness in Fe	at			

Emily Del Toro, Attorney in Fact UPOA

12/30/2004 Date

<u>**Signature of Reporting Person</u> 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 option is exercisable 33.33% on the first anniversary date and 8.33% on the first day of each subsequent three-month period following one year from the date of grant.

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.