

WIND RIVER SYSTEMS INC
Form 4
March 31, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
KLEIN KENNETH

2. Issuer Name and Ticker or Trading Symbol
**WIND RIVER SYSTEMS INC
[WIND]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

500 WIND RIVER WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2009

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

ALAMEDA, CA 94501

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 03/28/2009 | | M | | 20,000 | A | \$ 177,259 |
| Common Stock | 03/28/2009 | | F | | 7,150 | D | \$ 6.62 |
| Common Stock | | | | | | I | 2,967.6826 |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Common Stock | (4) | 03/28/2009 | | M | 20,000 | 03/28/2009 (5) | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KLEIN KENNETH 500 WIND RIVER WAY ALAMEDA, CA 94501 | X | | Chairman, President, CEO | |

Signatures

/s/ Ian R. Halifax, by Power of Attorney
Date: 03/31/2009

**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) The reporting person received shares of Wind River common stock upon vesting of some of the restricted stock units granted on March 28, 2007.
- (2) Upon the vesting and the release of some of the restricted stock units granted to the reporting person on March 28, 2007, some of the vested restricted stock units were withheld to cover applicable income and payroll withholding taxes due on the release of the units.
As of March 27, 2009, the reporting person owned 9,223.502 units, which units represent interests in a Wind River 401(k) Plan. As of
- (3) March 27, 2009, those units equate in value to approximately 2,967.6826 shares of Wind River common stock at the closing price of Wind River common stock on March 27, 2009 of \$6.62. This information is based on a plan statement dated as of March 27, 2009.
- (4) Some of the restricted stock units granted to the reporting person on March 28, 2007 vested and the reporting person received shares of Wind River common stock as reported in Table I above.
- (5) The restricted stock units vest in four equal annual installments beginning on March 28, 2008.

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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