

WIND RIVER SYSTEMS INC
 Form 4
 June 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
MORRISON SCOT K

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)
06/03/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP&GM, VxWorks Product Div.

ALAMEDA, CA 94501

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/03/2008 | | M | | 6,900 | A | \$ 6.92 |
| | | | | | 26,365 | | D |
| Common Stock | 06/03/2008 | | S | | 6,900 | D | \$ 10.5 |
| | | | | | 19,465 | | D |
| Common Stock | 06/03/2008 | | M | | 2,313 | A | \$ 6.92 |
| | | | | | 21,778 | | D |
| Common Stock | 06/03/2008 | | S | | 2,313 | D | \$ 10.5 |
| | | | | | 19,465 | | D |
| Common Stock | 06/03/2008 | | M | | 2,313 | A | \$ 6.92 |
| | | | | | 21,778 | | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------------------|---|-------------------|
| Common Stock | 06/03/2008 | S | 2,313 | D | \$ 10.5 | 19,465 | D | |
| Common Stock | 06/04/2008 | M | 40,000 | A | \$ 6.92 | 59,465 | D | |
| Common Stock | 06/04/2008 | S | 40,000 | D | \$ 11 | 19,465 | D | |
| Common Stock | 06/04/2008 | M | 4,600 | A | \$ 6.92 | 24,065 | D | |
| Common Stock | 06/04/2008 | S | 4,600 | D | \$ 10.75 | 19,465 | D | |
| Common Stock | 06/04/2008 | M | 7,500 | A | \$ 6.92 | 26,965 | D | |
| Common Stock | 06/04/2008 | S | 7,500 | D | \$ 10.75 | 19,465 | D | |
| Common Stock | 06/04/2008 | M | 10,350 | A | \$ 6.92 | 29,815 | D | |
| Common Stock | 06/04/2008 | S | 10,350 | D | \$ 10.75 | 19,465 | D | |
| Common Stock | | | | | | 4,622.2752 <u>(1)</u> | I | By 401(K) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 6.92 | 06/03/2008 | | M | 6,900 | <u>(2)</u> 10/21/2008 | Common Stock | 6,900 |
| Non-Qualified | \$ 6.92 | 06/03/2008 | | M | 2,313 | <u>(2)</u> 10/21/2008 | Common | 2,313 |

| Stock Option (right to buy) | | | | | | | | Stock | |
|---|---------|------------|---|--------|-----|------------|-----------------|--------|--|
| Non-Qualified Stock Option (right to buy) | \$ 6.92 | 06/03/2008 | M | 2,313 | (2) | 10/21/2008 | Common Stock | 2,313 | |
| Non-Qualified Stock Option (right to buy) | \$ 6.92 | 06/04/2008 | M | 40,000 | (2) | 10/21/2008 | Common Stock | 40,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 6.92 | 06/04/2008 | M | 4,600 | (2) | 10/21/2008 | Common Stock | 4,600 | |
| Non-Qualified Stock Option (right to buy) | \$ 6.92 | 06/04/2008 | M | 7,500 | (2) | 10/21/2008 | Common Stock | 7,500 | |
| Non-Qualified Stock Option (right to buy) | \$ 6.92 | 06/04/2008 | M | 10,350 | (2) | 10/21/2008 | Common Stock | 10,350 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORRISON SCOT K 500 WIND RIVER WAY ALAMEDA, CA 94501 | | | SVP&GM, VxWorks Product Div. | |

Signatures

/s/ Jane Bone, by Power of
Attorney

06/05/2008

**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) As of June 3 2008, the reporting person owned 14,501.526 units, which units represent interests in a Wind River 401(k) Plan. As of June 3, 2008, those units equate in value to approximately 4,622.2752 shares of Wind River common stock at the closing price of Wind River common stock on June 3, 2008 of \$10.51. The information in this report in this report is based on a plan statement dated as of June 3, 2008.

(2) 100% of the shares subject to the option vested on October 21, 2003.

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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