

WIND RIVER SYSTEMS INC
 Form 4
 July 14, 2009

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 *
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)
07/10/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/10/2009		U		170,749 (1)	D	
Common Stock	07/10/2009		M		346,650	A	
Common Stock	07/10/2009		F		152,181 (2)	D	
Common Stock					3,516	I	Under 401(k) Plan
					(10)		

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	07/10/2009		M	40,000	(4)	(5)	Common Stock	40,000
Restricted Stock Units	(3)	07/10/2009		M	40,000	(6)	(5)	Common Stock	40,000
Restricted Stock Units	(3)	07/10/2009		M	33,330	(7)	(5)	Common Stock	33,330
Restricted Stock Units	(3)	07/10/2009		M	133,320	(8)	(5)	Common Stock	133,320
Restricted Stock Units	(3)	07/10/2009		M	100,000	(9)	(5)	Common Stock	100,000

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
07/14/2009

**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) Includes 640 shares acquired under the Wind River, Inc. stock purchase plan on June 30, 2009.
- (2) Reflects shares withheld to cover taxes in connection with the vesting of restricted stock units awarded on March 28, 2007, March 24, 2008, January 30, 2009 and March 20, 2009.
- (3) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- A total of 80,000 restricted stock units were originally awarded on March 28, 2007 of which 40,000 units have vested and converted into an equal number of shares of common stock. Pursuant to the terms of Mr. Klein's employment agreement, as amended, 40,000 units vested and shares became issuable on July 10, 2009 upon the acceptance date for the tender offer made by APC II Acquisition Corporation, a subsidiary of Intel, for all outstanding Wind River shares.
- (4) Not applicable.
- A total of 80,000 restricted stock units were originally awarded on March 24, 2008 of which 20,000 units have vested and converted into an equal number of shares of common stock. Pursuant to the terms of Mr. Klein's employment agreement, as amended, 40,000 units vested and shares became issuable on July 10, 2009 upon the acceptance date for the tender offer made by APC II Acquisition Corporation, a subsidiary of Intel, for all outstanding Wind River shares. The remaining units shall vest and shares become issuable on March 24, 2010.
- (6) A total of 50,000 restricted stock units were originally awarded on January 30, 2009. Pursuant to the terms of Mr. Klein's employment agreement, as amended, 33,330 units vested and shares became issuable on July 10, 2009 upon the acceptance date for the tender offer made by APC II Acquisition Corporation, a subsidiary of Intel, for all outstanding Wind River shares. The remaining units shall vest and shares become issuable on January 30, 2010.
- (7) A total of 200,000 restricted stock units were originally awarded on March 20, 2009. Pursuant to the terms of Mr. Klein's employment agreement, as amended, 133,320 units vested and shares became issuable on July 10, 2009 upon the acceptance date for the tender offer made by APC II Acquisition Corporation, a subsidiary of Intel, for all outstanding Wind River shares. The remaining units shall vest and shares become issuable on March 20, 2010.
- (8) A total of 100,000 restricted stock units were originally awarded on March 20, 2009. Pursuant to the terms of Mr. Klein's employment agreement, as amended, 100,000 units vested and shares became issuable on July 10, 2009 upon the acceptance date for the tender offer made by APC II Acquisition Corporation, a subsidiary of Intel, for all outstanding Wind River shares.
- (9) As of July 10, 2009, the reporting person owned approximately 11,020 units, which units represent interests in a Wind River 401(k) Plan. As of July 10, 2009, those units equate to approximately 3,517 shares of Wind River common stock at the closing price of Wind River common stock on July 10, 2009 of \$11.50. The reporting person instructed the administrator of the 401(k) plan to tender the reporting person's interest in such plan into the tender offer made by APC II Acquisition Corporation, a subsidiary of Intel, for all outstanding Wind River shares and, pursuant to such tender offer, the reporting person will receive cash (equal to \$11.50 per share) in respect of such interest.
- (10)

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.