

HALIFAX IAN R
Form 4
July 14, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALIFAX IAN R

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)
SVP Finance & Admin, CFO & Sec

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	07/10/2009		U	7,386 (1) D \$ 11.5	0	D	
Common Stock	07/10/2009		M	57,295 A \$ 0	57,295	D	
Common Stock	07/10/2009		F	20,484 (2) D \$ 11.5	36,811	D	
Common Stock					1,847 (7)	I	Under 401(k) Plan

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)	8. Amount or Number of Shares
Restricted Stock Units	(3)	07/10/2009		M	7,300	(4) (5)	Common Stock	7,300
Restricted Stock Units	(3)	07/10/2009		M	49,995	(6) (5)	Common Stock	49,995

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALIFAX IAN R 500 WIND RIVER WAY ALAMEDA, CA 94501			SVP Finance & Admin, CFO & Sec	

Signatures

/s/ Ian R.
Halifax

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 24, 2008 and March 20, 2009.
- (3) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.

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A total of 29,200 restricted stock units were originally awarded on March 24, 2008 of which 7,300 units have vested and converted into an equal number of shares of common stock. Pursuant to the terms of Mr. Halifax's employment agreement, as amended, 7,300 units

- (4) 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 in two equal annual installments beginning on March 24, 2010.

- (5) Not applicable.

A total of 150,000 restricted stock units were originally awarded on March 20, 2009. Pursuant to the terms of Mr. Halifax's employment agreement, as amended, 49,995 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 in two equal annual installments beginning on March 20, 2010.

- (6) As of July 10, 2009, the reporting person owned approximately 5,786 units, which units represent interests in a Wind River 401(k) Plan.
- (7) As of July 10, 2009, those units equate to approximately 1,846 shares of Wind River common stock at the closing price of Wind River common stock on July 10, 2009 of \$11.50.

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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