

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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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 *
GUPTA NARENDRA

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)

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	07/10/2009		U		474	D	\$ 11.5 0	
Common Stock	07/10/2009		U		3,482,762	D	\$ 11.5 0	See footnote. (1)
Common Stock	07/10/2009		U		920,000	D	\$ 11.5 0	See footnote. (2)
Common Stock	07/10/2009		U		7,176	D	\$ 11.5 0	See footnote. (3)

Common Stock	88	I	See footnote. (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUPTA NARENDRA 500 WIND RIVER WAY ALAMEDA, CA 94501		X		

Signatures

/s/ Ian R. Halifax, by power of attorney
Date: 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) Shares held directly by the Narendra and Vinita Gupta Living Trust dated 12/2/94 for which the reporting person serves as a trustee.
- (2) Shares held directly by the Gupta Irrevocable Children Trust for which the reporting person serves as a trustee. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting

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person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (3) Shares held directly by the reporting person as custodian for his minor daughter. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4) As of July 10, 2009, the reporting person owned approximately 277 units, which units represent interests in a Wind River 401(k) Plan. As of July 10, 2009, those units equate to approximately 88 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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