

WIND RIVER SYSTEMS INC

Form 4

July 20, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

ALAMEDA, CA 94501

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2009

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	07/10/2009		U	3,517 (1) D	\$ 11.5 0	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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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Date Exercisable Date	9. Expiration Date	10. Title	11. Amount
Non-Qualified Stock Option (right to buy)	\$ 6.33	07/16/2009		D	24,000	(2)	07/24/2013			Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 9.15	07/16/2009		D	2,400,000	(2)	01/05/2014			Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 12.2	07/16/2009		D	600,000	(2)	01/05/2012			Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 14.49	07/16/2009		D	400,000	(2)(4)	12/06/2012			Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 9.94	07/16/2009		D	250,000	(2)(5)	03/28/2014			Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 7.1	07/16/2009		D	250,000	(6)	03/24/2015			Common Stock	
Restricted Stock Units	(7)	07/16/2009		D	20,000	(8)	(9)			Common Stock	
Restricted Stock Units	(7)	07/16/2009		D	16,670	(11)	(9)			Common Stock	
Restricted Stock Units	(7)	07/16/2009		D	66,680	(12)	(9)			Common Stock	
Restricted Stock Units	(13)	07/16/2009		D	200,000	(14)	(9)			Common Stock	

Reporting Owners

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

Signatures

/s/ Jane Bone, by power of
attorney

07/20/2009

__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).
- As of July 10, 2009, the reporting person owned approximately 11,020 units, which units represent interests in a Wind River 401(k)
- (1) Plan. As of July 10, 2009, those units equate to approximately 3,517 shares of WIND common stock at the closing price of WIND common stock on July 10, 2009 of \$11.50.
- (2) The option is fully vested.
- Pursuant to the Merger Agreement between the Issuer and Intel Corporation ("Intel") dated June 4, 2009 (the "Merger Agreement"), the
- (3) option will be assumed by Intel and converted into an option to purchase 0.6892 shares of Intel common stock for each share of WIND common stock at an exercise price equal to the current exercise price divided by 0.6892 per share.
- The option was granted on December 5, 2005 and provided for vesting of one-fourth of the shares subject to the option on December 6,
- (4) 2006 and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the reporting person's employment agreement, as amended, vesting was accelerated by a period of two years on July 10, 2009.
- The option was granted on March 28, 2007 and provided for vesting of one-fourth of the shares subject to the option on March 28, 2008
- (5) and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the reporting person's employment agreement, as amended, vesting was accelerated by a period of two years on July 10, 2009.
- The option was granted on March 24, 2008 and provided for vesting of one-fourth of the shares subject to the option on March 24, 2009
- (6) and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the reporting person's employment agreement, as amended, vesting was accelerated by a period of two years on July 10, 2009.
- (7) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (8) The restricted stock units shall vest and shares become issuable on March 24, 2010.
- (9) Not applicable.
- Pursuant to the Merger Agreement, the restricted stock units will be assumed by Intel and converted into a restricted stock unit for
- (10) 0.6892 shares of Intel common stock per share of WIND common stock.
- (11) The restricted stock units shall vest and shares become issuable on January 30, 2010.
- (12) The restricted stock units shall vest and shares become issuable on March 20, 2010.
- (13) Each performance share represents a contingent right to receive one share of WIND common stock.
- Pursuant to the terms of the reporting person's employment agreement, as amended, the performance shares shall vest in two equal
- (14) annual installments beginning on March 20, 2010, subject to the reporting person's continuous employment with Intel through each such date.
- Pursuant to the Merger Agreement, the performance shares will be assumed by Intel and converted into a performance share for 0.6892
- (15) shares of Intel common stock per share of WIND common stock.

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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