

GALVIN CHRISTOPHER J
 Form 4
 December 09, 2005

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 *
 GALVIN CHRISTOPHER J

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)
 12/09/2005

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Former VP, Strategy & Corp Dev

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 45,000 ⁽¹⁾ | D | |

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

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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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Non-Qualified Stock Option (right to buy) | \$ 12.1 | | | | | 12/01/2005 ⁽²⁾ | 12/01/2011 | Common Stock | 100, |
| Non-Qualified Stock Option (right to buy) | \$ 9.09 | | | | | 01/07/2005 ⁽³⁾ | 01/07/2014 | Common Stock | 200, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GALVIN CHRISTOPHER J
500 WIND RIVER WAY
ALAMEDA, CA 94501

Former VP, Strategy & Corp Dev

Signatures

/s/ Christopher J. Galvin 12/09/2005

**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) This report is being filed to note Mr. Galvin's resignation as a Vice President of the company. The holdings reported on this form reflect Mr. Galvin's beneficial ownership as of the date of this resignation of his insider status.
- (2) 25% of the shares subject to the option vested on December 1, 2005, the one-year anniversary of the date of grant of the option, and 1/48 of the shares subject to the option vests each month thereafter.
- (3) 50% of the shares subject to the option vested on January 7, 2005, the one-year anniversary of the date of grant of the option, and 1/24th of the shares subject to the option vests each month thereafter.

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.