

WIND RIVER SYSTEMS INC
 Form 4
 March 24, 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)
 03/20/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|-------------------------|
| Restricted Stock Units | (1) | 03/20/2009 | A | 300,000 | | | | | (2) | (2) | Common Stock | 300,000 |
| Performance Shares | (3) | 03/20/2009 | A | 200,000 | | | | | (4)(5) | 03/15/2011 | Common Stock | 200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KLEIN KENNETH 500 WIND RIVER WAY ALAMEDA, CA 94501 | | X | Chairman, President and CEO | |

Signatures

/s/ Ian R. Halifax, by Power of Attorney
 03/24/2009
 **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) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (2) The Restricted Stock Units granted shall vest as follows: 116,666 of the Units shall vest on 3/30/2010; 116,667 of the Units shall vest on 3/20/2011; and 66,667 Units shall vest on 3/20/2012.
- (3) Each performance share represents a contingent right to receive one share of WIND common stock.
 The reported performance shares entitle the Reporting Person to receive shares of WIND common stock based on WIND's stock price performance as compared to the NASDAQ Composite Index. The performance shares vest in two annual installments following each measurement period beginning on the fifteenth business day of March 2010. The amount of shares to be awarded on the fifteenth business day of March 2010, if at all, is subject to adjustment within a range of 1,000 to 100,000 shares based on the performance of WIND's stock price (based on a comparison of its average closing price over two 30 trading day periods, the first beginning on February 2, 2009 and the second ending on January 29, 2010) as measured against the performance of the NASDAQ Composite Index (based on two similar 30 trading day periods) over an approximately one year period.
- (5) The amount of shares to be awarded on the fifteenth business day of March 2011, if at all, is subject to adjustment within a range of 1,000 to 100,000 shares based on the performance of WIND's stock price (based on a comparison of its average closing price over two 30 trading day periods, the first beginning on February 2, 2009 and the second ending January 28, 2011) as measured against the performance of the NASDAQ Composite Index (based on two similar 30 trading day periods) over an approximately two year period.

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.