

WIND RIVER SYSTEMS INC
Form 4
March 26, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Barry Mainz

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)
03/24/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

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 | 03/24/2009 | | M | 3,325 A | \$ 7,102 | D | |
| Common Stock | 03/24/2009 | | F | 1,189 D | \$ 6.5 | D | |
| Common Stock | | | | | 2,614.9948 ⁽³⁾ | 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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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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (4) | 03/24/2009 | | M | 3,325 | 03/24/2009 (5) | Common Stock | 3,325 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barry Mainz 500 WIND RIVER WAY ALAMEDA, CA 94501 | | | Chief Operating Officer | |

Signatures

/s/ Ian R. Halifax, by Power of Attorney
Date: 03/26/2009

**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) The reporting person received shares of Wind River common stock upon vesting of some of the restricted stock units granted on March 24, 2008.
- (2) Upon the vesting and the release of some of the restricted stock units granted to the reporting person on March 24, 2008, some of the vested restricted stock units were withheld to cover applicable income and payroll withholding taxes due on the release of the units.
- (3) As of March 24, 2009, the reporting person owned 8,132.759 units, which units represent interests in a Wind River 401(k) Plan. As of March 24, 2009, those units equate in value to approximately 2,614.9948 shares of Wind River common stock at the closing price of Wind River common stock on March 24, 2009 of \$6.50. This information is based on a plan statement dated as of March 20, 2009.
- (4) Some of the restricted stock units granted to the reporting person March 24, 2008 vested and the reporting person received shares of Wind River common stock as reported in Table I above.

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(5) The restricted stock units vest in four equal annual installments beginning on March 24, 2009.

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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