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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Barry Mainz

(Last) (First) (Middle)

500 WIND RIVER WAY

(Street)

ALAMEDA, CA 94501

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WIND RIVER SYSTEMS INC [WIND]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/10/2009		U		2,843 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Non-Qualified Stock Option (right to buy)	$ 16.91	07/16/2009		D			125,000	(2)	07/22/2012	Common Stock	12
Non-Qualified Stock Option (right to buy)	$ 10.18	07/16/2009		D			62,500	(4)	03/21/2014	Common Stock	62
Non-Qualified Stock Option (right to buy)	$ 7.1	07/16/2009		D			40,000	(5)	03/24/2015	Common Stock	40
Restricted Stock Units	(6)	07/16/2009		D			5,000	(7)	(8)	Common Stock	5
Restricted Stock Units	(6)	07/16/2009		D			6,650	(10)	(8)	Common Stock	6
Restricted Stock Units	(6)	07/16/2009		D			60,003	(11)	(8)	Common Stock	60

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/ 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).
(1)	As of July 10, 2009, the reporting person owned approximately 8,908 units, which units represent interests in a Wind River 401(k) Plan. As of July 10, 2009, those units equate to approximately 2,843 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.

(3) Pursuant to the Merger Agreement between the Issuer and Intel Corporation ("Intel") dated June 4, 2009 (the "Merger Agreement"), the 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.

(4) The option was granted on March 21, 2007 and provided for vesting of one-fourth of the shares subject to the option on March 21, 2008 and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the Executive Officers' Change of Control Incentive and Severance Benefit Plan, as amended, vesting was accelerated by a period of one year on July 10, 2009.

(5) 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 and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the Executive Officers' Change of Control Incentive and Severance Benefit Plan, as amended, vesting was accelerated by a period of one year on July 10, 2009.

(6) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.

(7) The remaining units shall vest and shares become issuable on March 21, 2010.

(8) Not applicable.

(9) Pursuant to the Merger Agreement, the restricted stock units will be assumed by Intel and converted into a restricted stock unit for 0.6892 shares of Intel common stock per share of WIND common stock.

(10) The remaining units shall vest and shares become issuable in two equal annual installments beginning on March 24, 2010.

(11) The remaining units shall vest and shares become issuable in two equal annual installments beginning on March 20, 2010.

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.