#### Edgar Filing: WIND RIVER SYSTEMS INC - Form 4

#### WIND RIVER SYSTEMS INC

Form 4 April 01, 2008

# FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(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)  C/O WIND RIVER S' INC., 500 WIND RIV		3. Date of Earliest Transaction (Month/Day/Year) 03/28/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO			
(Street) ALAMEDA, CA 9450	01	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			of (D)	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	03/28/2008		M	20,000	A	<u>(1)</u>	150,224 (2)	D	
Common Stock	03/28/2008		F	7,150	D	\$ 7.62 (3)	143,074	D	
Common Stock							2,131.0668 (4)	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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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	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acq	Acquired (A)				(
	Derivative				or Disposed of					
	Security				(D)					
					(Instr. 3, 4,					
					and	5)				
							Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A)	(D)				of Shares
Restricted Stock Units	<u>(5)</u>	03/28/2008		M		20,000	03/28/2008	<u>(6)</u>	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KLEIN KENNETH C/O WIND RIVER SYSTEMS, INC. 500 WIND RIVER WAY ALAMEDA, CA 94501

X

Chairman, President and CEO

### **Signatures**

/s/ Ian R. Halifax, by Power of Attorney

04/01/2008 Date

\*\*Signature of Reporting Person

# **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 28, 2007.
- (2) Includes 580 shares and 658 shares acquired under the Wind River stock purchase plan on June 29, 2007 and December 31,2007, respectively.
- (3) Upon the vesting of the restricted stock units granted to the reporting person on March 28, 2007, some of the vested restricted stock units were withheld to cover applicable income and payroll withholding taxes due on the release of the units.
- (4) As of March 28, 2008 the reporting person owned 6,655.217 units, which units represent interests in a Wind River 401(k) Plan. As of March 28, 2008 those units equate in value to approximately 2,131.0668 shares of Wind River common stock at the closing price of Wind

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River common stock on March 28, 2008 of \$7.62.

- (5) Some of the restricted stock units granted to the reporting person on March 28, 2007 vested and the reporting person received shares of Wind River common stock as reported in Table 1 above.
- (6) The restricted stock units vest in four equal annual installments beginning on March 28, 2008.

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.