

WIND RIVER SYSTEMS INC
Form 4
July 20, 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 *
GUPTA NARENDRA

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)
07/16/2009

____ Director
____ Officer (give title below) Other (specify below)
Former Director

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)
Common Stock	07/16/2009		D	88 ⁽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.

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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 Security (Instr. 3 and 4)	8. Amount of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.14	07/16/2009		D	15,000	(2) 04/01/2018	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 9.94	07/16/2009		D	15,000	(2) 04/01/2017	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 11.07	07/16/2009		D	15,000	(2) 04/01/2014	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 5.41	07/16/2009		D	250,000	(2) 08/11/2013	Common Stock	25
Non-Qualified Stock Option (right to buy)	\$ 2.98	07/16/2009		D	6,000	(2) 04/01/2013	Common Stock	6
Restricted Stock Units	(8)	07/16/2009		D	18,000	(9) (10)	Common Stock	18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUPTA NARENDRA 500 WIND RIVER WAY ALAMEDA, CA 94501				Former Director

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) Pursuant to the Merger Agreement between the Issuer and Intel Corporation ("Intel") dated June 4, 2009 (the "Merger Agreement"), each share of WIND common stock will be exchanged for \$11.50 in cash. As of July 16, 2009, the reporting person owned approximately 277 units, which units represent interests in a Wind River 401(k) Plan. As of July 16, 2009, those units equate to

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approximately 88 shares of WIND common stock at the closing price of WIND common stock on July 16, 2009 of \$11.50.

- (2) The option is fully vested.
- (3) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$50,400.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (4) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$23,400.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (5) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$6,450.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (6) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$1,522,500.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (7) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$51,120.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (8) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (9) Pursuant to the provisions of the 2005 Equity Incentive Plan and the Merger Agreement, the restricted stock units vested in full upon the effectiveness of the merger.
- (10) Not applicable.
- (11) Pursuant to the Merger Agreement, the restricted stock units were cancelled in exchange for a cash payment of \$207,000.00, which represents \$11.50 for each outstanding unit.

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.