

WIND RIVER SYSTEMS INC
Form 4
March 25, 2008

FORM 4

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

OMB APPROVAL

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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

(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)
C/O 500 WIND RIVER WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2008

____ 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 (A) or (D) Price		
Common Stock	03/21/2008		M		5,000 A <u>(1)</u> 5,658 <u>(2)</u>	D	
Common Stock	03/21/2008		F		\$ 1,788 D 6.66 <u>(3)</u> 3,870	D	
Common Stock					1,680.7662 <u>(4)</u>	I	Under 401k 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option right to buy	\$ 7.1	03/24/2008		A	40,000	(5)	03/24/2015	Common Stock
Restricted Stock Unit	(6)	03/24/2008		A	13,300	(7)	(7)	Common Stock
Restricted Stock Units	(8)	03/21/2008		M	5,000	03/21/2008	(9)	Common Stock

Reporting Owners

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

Signatures

/s/ Ian R. Halifax by Power of Attorney
03/25/2008

__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 21, 2007.
 - (2) Includes 658 shares acquired under the Wind River stock purchase plan on December 31, 2007.
 - (3) Upon the vesting of the restricted stock units granted to the reporting person on March 21, 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.
- As of March 20, 2008, the reporting person owned 5,230.796 units, which units represent interests in a Wind River 401k Plan. As of
- (4) March 20, 2008, those units equate in value to approximately 1,680.7662 shares of Wind River common stock at the closing price of Wind River common stock on March 20, 2008 of \$6.66.

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- (5) Assuming continued employment with the Company, 25% of the shares subject to the option shall vest on March 24, 2009 and 1/48 of the shares subject to the option shall vest each month thereafter.
- (6) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (7) The restricted stock units vest in four equal annual installments beginning on March 24, 2009.
- (8) Some of the restricted stock units granted the the reporting person on March 21, 2007 vested and the reporting person received shares of Wind River common stock as reported in Table 1 above.
- (9) The restricted stock units vest in four equal annual installments beginning on March 21, 2008.

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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