

WIND RIVER SYSTEMS INC
 Form 4
 April 01, 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 *
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) (Middle)
**C/O WIND RIVER SYSTEMS,
 INC., 500 WIND RIVER WAY**

3. Date of Earliest Transaction
 (Month/Day/Year)
03/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
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 or Price		
Common Stock	03/28/2008		M		20,000 A <u>(1)</u>	150,224 <u>(2)</u>	D
Common Stock	03/28/2008		F		7,150 D 7.62 <u>(3)</u>	143,074	D
Common Stock						2,131.0668 <u>(4)</u>	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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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.

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