

WIND RIVER SYSTEMS INC

Form 4

July 18, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIDDLER JERRY

(Last) (First) (Middle)

**C/O WIND RIVER SYSTEMS,
INC., 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)
07/15/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	07/16/2008		S ⁽¹⁾		175	D	\$ 11.06	1,327,778	I By partnerships
Common Stock	07/16/2008		S ⁽¹⁾		1,000	D	\$ 11.07	1,326,778	I By partnerships
Common Stock	07/16/2008		S ⁽¹⁾		2,225	D	\$ 11.08	1,324,553	I By partnerships
Common Stock	07/16/2008		S ⁽¹⁾		75	D	\$ 11.085	1,324,478	I By partnerships
Common Stock	07/16/2008		S ⁽¹⁾		1,475	D	\$ 11.09	1,323,003	I By partnerships

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Common Stock	07/16/2008	S ⁽¹⁾	1,475	D	\$ 11.1	1,321,528	I	By partnerships
Common Stock	07/16/2008	S ⁽¹⁾	100	D	\$ 11.105	1,321,428	I	By partnerships
Common Stock	07/16/2008	S ⁽¹⁾	825	D	\$ 11.11	1,320,603	I	By partnerships
Common Stock	07/16/2008	S ⁽¹⁾	1,850	D	\$ 11.12	1,318,753	I	By partnerships
Common Stock	07/16/2008	S ⁽¹⁾	1,050	D	\$ 11.13	1,317,703	I	By partnerships
Common Stock	07/16/2008	S ⁽¹⁾	375	D	\$ 11.14	1,317,328	I	By partnerships
Common Stock	07/16/2008	S ⁽¹⁾	350	D	\$ 11.15	1,316,978	I	By partnerships
Common Stock	07/16/2008	S ⁽¹⁾	425	D	\$ 11.151	1,316,553	I	By partnerships
Common Stock	07/16/2008	S ⁽¹⁾	1,100	D	\$ 11.161	1,315,453	I	By partnerships
Common Stock						2,025.6214	I	Under 401(K)
						(2)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIDDLER JERRY C/O WIND RIVER SYSTEMS, INC. 500 WIND RIVER WAY ALAMEDA, CA 94501	X			

Signatures

/s/ Linda Shih by Power of Attorney
07/18/2008

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 11, 2007.
- (2) As of July 15, 2008, the reporting person owned 6,342.916 units, which units represent interests in a Wind River 401(k) plan. As of July 15, 2008, these units equate in value to approximately 2,025.6214 shares of Wind River common stock at the closing price of Wind River common stock as of July 15, 2008 of \$10.49 per share. The information in this report is based on a plan statement dated as of July 15, 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.