

WIND RIVER SYSTEMS INC
 Form 4
 July 20, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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 _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Former Director

ALAMEDA, CA 94501
 (City) (State) (Zip)

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

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: WIND RIVER SYSTEMS INC - Form 4

| 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 | 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 9.94 | 07/16/2009 | | D | 15,000 | (2) 04/01/2017 | Common Stock | 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.07 | 07/16/2009 | | D | 15,000 | (2) 04/01/2014 | Common Stock | 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.41 | 07/16/2009 | | D | 250,000 | (2) 08/11/2013 | Common Stock | 250,000 |
| Non-Qualified Stock Option (right to buy) | \$ 2.98 | 07/16/2009 | | D | 6,000 | (2) 04/01/2013 | Common Stock | 6,000 |
| Restricted Stock Units | (8) | 07/16/2009 | | D | 18,000 | (9) (10) | Common Stock | 18,000 |

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

Edgar Filing: WIND RIVER SYSTEMS INC - Form 4

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.