WIND RIVER SYSTEMS INC

Form 4 April 03, 2006

FORM 4

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FIDDLER JERRY

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

WIND RIVER SYSTEMS INC

(Check all applicable)

[WIND]

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

04/01/2006

X_ Director Officer (give title below)

10% Owner Other (specify

C/O WIND RIVER SYSTEMS. INC., 500 WIND RIVER WAY

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ALAMEDA, CA 94501

(City)

Common

Stock

2. Transaction Date 2A. Deemed 1. Title of 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

(Middle)

(Zip)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned **Following**

6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

Reported (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

2,667,555 I By trust

Common By1,384,203 I Stock

partnerships

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number of or 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 An Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title [
Non-Qualified Stock Option (right to buy)	\$ 12.45	04/01/2006		A	15,000	04/01/2007(1)	04/01/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FIDDLER JERRY

C/O WIND RIVER SYSTEMS, INC.
500 WIND RIVER WAY

ALAMEDA, CA 94501

Signatures

/s/ Michael W. Zellner by Power of Attorney 04/03/2006

**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).

This option is exercisable as follows: 100% vested on the first anniversary of the date of grant if the optionee has attended at least 75% of (1) the board and committee meetings on which the optionee serves that were held during that one-year period. If the optionee fails to attend the requisite number of meetings, the option shall automatically terminate.

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.

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