### Edgar Filing: WIND RIVER SYSTEMS INC - Form 4

WIND RIVE	R SYSTEMS INC	C							
March 22, 20	07								
FORM	Л							PPROVAL	
		S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5	er <b>STATEM</b> 5.	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						Expires:January 31, 2005Estimated average burden hours per response0.5	
obligation may contin <i>See</i> Instruct 1(b).	nue. Section 17(a)		Utility Hold	ling Com	pany Act	of 1935 or Section	on		
(Print or Type R	esponses)								
1. Name and Ac Barry Mainz	Symbo			-	5. Relationship of Reporting Person(s) to Issuer				
	[WIN	D RIVER S` [D]	151EMS	INC	(Check all applicable)				
(Last) C/O 500 WII	(Mont	e of Earliest Tr h/Day/Year) /2007	ansaction		Director 10% Owner X Officer (give title Other (specify below) below) Chief Operating Officer				
			mendment, Da Month/Day/Year	-		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
ALAMEDA,	, CA 94501					Form filed by I Person	More than One R	eporting	
(City)	(State) (Z	Zip) T	able I - Non-D	erivative S	ecurities A	equired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code ar) (Instr. 8)		(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock			Code V	Amount	(D) Price	1,052	D		
Common Stock						2,919	Ι	By 401(k) 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 10.18	03/21/2007		А	62,500	03/21/2008(1)	03/21/2014	Common Stock
Restricted Stock Units	(2)	03/21/2007		А	20,000	(3)	03/21/2011	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/ Jane E. Bone, by Power of		02/02/2007				

Attorney 03/22/2007

<u>\*\*</u>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) 25% of the shares subject to the option shall vest on March 21, 2008 and 1/48 of the shares subject to the option shall vest each month thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (3) 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. 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.