WIND RIVER SYSTEMS INC

Form 4

March 30, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KLEIN KENNETH

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WIND RIVER SYSTEMS INC

(Check all applicable)

10% Owner

[WIND]

03/28/2007

(Last) (First) (Middle)

(Street)

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

_X__ Director X_ Officer (give title Other (specify below)

C/O WIND RIVER SYSTEMS.

INC., 500 WIND RIVER WAY

6. Individual or Joint/Group Filing(Check

Chairman, President and CEO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

ALAMEDA, CA 94501 (City) (State)

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

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

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common

 $128,986 \frac{(1)}{2}$ D

Common Stock

Stock

By 401(k) 4,452 I

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

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SEC 1474 (9-02)

Plan

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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. Transaction 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 A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.94	03/28/2007		A	250,000	03/28/2008(2)	03/28/2014	Common Stock
Restricted Stock Units	<u>(3)</u>	03/28/2007		A	80,000	<u>(4)</u>	03/28/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KLEIN KENNETH C/O WIND RIVER SYSTEMS, INC. 500 WIND RIVER WAY ALAMEDA, CA 94501

X

Chairman, President and CEO

Signatures

/s/ Jane E. Bone, by Power of Attorney

03/30/2007

**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) Includes 400 shares and 652 shares acquired under the Wind River Systems, Inc. employee stock purchase plan on December 30, 2005 and June 30, 2006, respectively.
- (2) 25% of the shares subject to the option shall vest on March 28, 2008 and 1/48 of the shares subject to the option shall vest each month thereafter.
- (3) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (4) 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. 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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