

WIND RIVER SYSTEMS INC

Form 4

July 09, 2007

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

OMB
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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)
07/05/2007

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	07/05/2007		M		68,333	A	\$ 5	68,333	D	
Common Stock	07/05/2007		S		50,000	D	\$ 10.75	18,333	D	
Common Stock	07/05/2007		S		11,333	D	\$ 10.76	7,000	D	
Common Stock	07/05/2007		S		5,000	D	\$ 10.77	2,000	D	
Common Stock	07/05/2007		S		2,000	D	\$ 10.78	0	D	

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Common Stock	07/06/2007	M	31,667	A	\$ 5	31,667	D	
Common Stock	07/06/2007	S	15,800	D	\$ 10.72	15,867	D	
Common Stock	07/06/2007	S	15,867	D	\$ 10.73	0	D	
Common Stock						2,667,555	I	By trust
Common Stock						1,384,203	I	By partnerships
Common Stock						6,342 ⁽¹⁾	I	By 401(k) plan

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5	07/05/2007		D	68,333	⁽²⁾ 07/10/2007	Common Stock 68,333
Non-Qualified Stock Option (right to buy)	\$ 5	07/06/2007		D	31,667	⁽²⁾ 07/10/2007	Common Stock 31,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIDDLER JERRY	X			

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

Signatures

/s/ Linda Shih by Power of
Attorney

07/09/2007

__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) Number of units. Units represent interests in a Wind River stock fund.

(2) 50% of the shares subject to the option vested on January 10, 2004, eighteen months following the vesting start date, and the remaining 50% of the shares vested on July 10, 2005, thirty-six months following the vesting start date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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