

WIND RIVER SYSTEMS INC
Form 4
June 05, 2008

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 *
MORRISON SCOT K

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)
06/03/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP&GM, VxWorks Product Div.

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/03/2008		M		6,900	A	\$ 6.92
					26,365		D
Common Stock	06/03/2008		S		6,900	D	\$ 10.5
					19,465		D
Common Stock	06/03/2008		M		2,313	A	\$ 6.92
					21,778		D
Common Stock	06/03/2008		S		2,313	D	\$ 10.5
					19,465		D
Common Stock	06/03/2008		M		2,313	A	\$ 6.92
					21,778		D

Edgar Filing: WIND RIVER SYSTEMS INC - Form 4

Common Stock	06/03/2008	S	2,313	D	\$ 10.5	19,465	D	
Common Stock	06/04/2008	M	40,000	A	\$ 6.92	59,465	D	
Common Stock	06/04/2008	S	40,000	D	\$ 11	19,465	D	
Common Stock	06/04/2008	M	4,600	A	\$ 6.92	24,065	D	
Common Stock	06/04/2008	S	4,600	D	\$ 10.75	19,465	D	
Common Stock	06/04/2008	M	7,500	A	\$ 6.92	26,965	D	
Common Stock	06/04/2008	S	7,500	D	\$ 10.75	19,465	D	
Common Stock	06/04/2008	M	10,350	A	\$ 6.92	29,815	D	
Common Stock	06/04/2008	S	10,350	D	\$ 10.75	19,465	D	
Common Stock						4,622.2752 <u>(1)</u>	I	By 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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.92	06/03/2008		M	6,900	<u>(2)</u>	10/21/2008	Common Stock	6,900
Non-Qualified	\$ 6.92	06/03/2008		M	2,313	<u>(2)</u>	10/21/2008	Common	2,313

Stock Option (right to buy)								Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.92	06/03/2008	M	2,313	(2)	10/21/2008	Common Stock	2,313	2,313
Non-Qualified Stock Option (right to buy)	\$ 6.92	06/04/2008	M	40,000	(2)	10/21/2008	Common Stock	40,000	40,000
Non-Qualified Stock Option (right to buy)	\$ 6.92	06/04/2008	M	4,600	(2)	10/21/2008	Common Stock	4,600	4,600
Non-Qualified Stock Option (right to buy)	\$ 6.92	06/04/2008	M	7,500	(2)	10/21/2008	Common Stock	7,500	7,500
Non-Qualified Stock Option (right to buy)	\$ 6.92	06/04/2008	M	10,350	(2)	10/21/2008	Common Stock	10,350	10,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRISON SCOT K 500 WIND RIVER WAY ALAMEDA, CA 94501			SVP&GM, VxWorks Product Div.	

Signatures

/s/ Jane Bone, by Power of
Attorney

06/05/2008

**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) As of June 3 2008, the reporting person owned 14,501.526 units, which units represent interests in a Wind River 401(k) Plan. As of June 3, 2008, those units equate in value to approximately 4,622.2752 shares of Wind River common stock at the closing price of Wind River common stock on June 3, 2008 of \$10.51. The information in this report in this report is based on a plan statement dated as of June 3, 2008.

(2) 100% of the shares subject to the option vested on October 21, 2003.

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.