

WIND RIVER SYSTEMS INC

Form 4

March 25, 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 *
Barry Mainz

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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

C/O 500 WIND RIVER WAY

Chief Operating Officer

(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
Person

ALAMEDA, CA 94501

(City) (State) (Zip)

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)
Common Stock	03/21/2008		M	5,000 A	5,658 ⁽²⁾	D	
Common Stock	03/21/2008		F	1,788 D	\$ 6.66 ⁽³⁾	D	
Common Stock					1,680.7662 ⁽⁴⁾	I	Under 401k 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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option right to buy	\$ 7.1	03/24/2008		A		40,000		(5)	03/24/2015	Common Stock
Restricted Stock Unit	(6)	03/24/2008		A		13,300		(7)	(7)	Common Stock
Restricted Stock Units	(8)	03/21/2008		M		5,000		03/21/2008	(9)	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/ Ian R. Halifax by Power of Attorney

03/25/2008

__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) The reporting person received shares of Wind River common stock upon vesting of some of the restricted stock units granted on March 21, 2007.

(2) Includes 658 shares acquired under the Wind River stock purchase plan on December 31, 2007.

(3) Upon the vesting of the restricted stock units granted to the reporting person on March 21, 2007, some of the vested restricted stock units were withheld to cover applicable income and payroll withholding taxes due on the release of the units.

As of March 20, 2008, the reporting person owned 5,230.796 units, which units represent interests in a Wind River 401k Plan. As of March 20, 2008, those units equate in value to approximately 1,680.7662 shares of Wind River common stock at the closing price of Wind River common stock on March 20, 2008 of \$6.66.

Edgar Filing: WIND RIVER SYSTEMS INC - Form 4

- (5) Assuming continued employment with the Company, 25% of the shares subject to the option shall vest on March 24, 2009 and 1/48 of the shares subject to the option shall vest each month thereafter.
- (6) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (7) The restricted stock units vest in four equal annual installments beginning on March 24, 2009.
- (8) Some of the restricted stock units granted the the reporting person on March 21, 2007 vested and the reporting person received shares of Wind River common stock as reported in Table 1 above.
- (9) 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.