

HALIFAX IAN R
Form 4
July 20, 2009

FORM 4

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

OMB APPROVAL

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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 *
HALIFAX IAN R

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)
07/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Finance & Admin and CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 07/10/2009 | | U | (A) or (D) 1,847 (1) | \$ 11.5 0 | I | Under 401(k) Plan |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | 8. Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Non-Qualified Stock Option (right to buy) | \$ 10.18 | 07/16/2009 | | D | 425,000 | (2) 03/21/2014 | Common Stock | 42 |
| Non-Qualified Stock Option (right to buy) | \$ 7.1 | 07/16/2009 | | D | 87,500 | (4) 03/24/2015 | Common Stock | 87 |
| Restricted Stock Units | (5) | 07/16/2009 | | D | 14,600 | (6) (7) | Common Stock | 14 |
| Restricted Stock Units | (5) | 07/16/2009 | | D | 100,005 | (9) (7) | Common Stock | 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HALIFAX IAN R 500 WIND RIVER WAY ALAMEDA, CA 94501 | | | SVP Finance & Admin and CFO | |

Signatures

/s/ Jane Bone, by power of attorney

07/16/2009

**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 July 10, 2009, the reporting person owned approximately 5,786 units, which units represent interests in a Wind River 401(k) Plan. As of July 10, 2009, those units equate to approximately 1,847 shares of WIND common stock at the closing price of WIND common stock on July 10, 2009 of \$11.50.

(2) The option was granted on March 21, 2007 and provided for vesting of one-fourth of the shares subject to the option on February 26, 2008 and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the reporting person's employment agreement, as amended, vesting was accelerated by a period of one year on July 10, 2009.

(3) Pursuant to the Merger Agreement between the Issuer and Intel Corporation ("Intel") dated June 4, 2009 (the "Merger Agreement"), each share of WIND common stock will be exchanged for \$11.50 in cash. As of July 16, 2009, the reporting person owned approximately 5,786 units, which units represent interests in a Wind River 401(k) Plan. As of July 16, 2009, those units equate to approximately 1,847 shares of WIND common stock at the closing price of WIND common stock on July 16, 2009 of \$11.50, the option will be assumed by Intel and converted into an option to purchase 0.6892 shares of Intel common stock for

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each share of WIND common stock at an exercise price equal to the current exercise price divided by 0.6892 per share.

- (4) The option was granted on March 24, 2008 and provided for vesting of one-fourth of the shares subject to the option on March 24, 2009 and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the reporting person's employment agreement, as amended, vesting was accelerated by a period of one year on July 10, 2009.
- (5) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (6) The restricted stock units shall vest and shares become issuable in two equal annual installments beginning on March 24, 2010.
- (7) Not applicable.
- (8) Pursuant to the Merger Agreement, the restricted stock units will be assumed by Intel and converted into a restricted stock unit for 0.6892 shares of Intel common stock per share of WIND common stock.
- (9) The restricted stock units shall vest and shares become issuable in two equal annual installments beginning on March 20, 2010.

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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