WIND RIVER SYSTEMS INC

Form 4 April 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

INMAN GRANT M

(First)

(Street)

WIND RIVER SYSTEMS INC

(Check all applicable)

[WIND]

(Middle)

(Last)

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

04/01/2008

X_ Director Officer (give title

10% Owner Other (specify

C/O WIND RIVER SYSTEMS. INC., 500 WIND RIVER WAY

4. If Amendment, Date Original

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

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

ALAMEDA, CA 94501

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Following Reported Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if TransactiorDerivative **Expiration Date** Conversion

7. Title and Ar

Underlying Se

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 8.14	04/01/2008		A	15,000	04/01/2009(1)	04/01/2018	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
rioportung o maior runno, runn suc	Director	10% Owner	Officer	Other		
INMAN GRANT M C/O WIND RIVER SYSTEMS, INC. 500 WIND RIVER WAY ALAMEDA, CA 94501	X					

Signatures

/s/ Ian R. Halifax by Power of Attorney

04/03/2008

**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).
- This option is exercisable as follows: 100% vested on April 1, 2009 if the optionee has attended at least 75% of the board and committee (1) meetings on which the optionee serves that were held during the fiscal year in which the option was granted. If the optionee fails to attend the requisite number of meetings, the option shall automatically terminate.

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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