

MORRISON SCOT K
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 *
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)
07/16/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Gen. Mgr., Vx Works 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	07/16/2009		D	640 ⁽¹⁾ D \$ 11.5	0	D	
Common Stock	07/16/2009		D	5,519 ^{(1) (2)} D \$ 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)

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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	Am Nur Sha
Non-Qualified Stock Option (right to buy)	\$ 10.25	07/16/2009		D	20,000	<u>(3)</u>	09/27/2011	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 6.47	07/16/2009		D	200,000	<u>(3)</u>	11/19/2013	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 12.1	07/16/2009		D	100,000	<u>(3)</u>	12/01/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 14.49	07/16/2009		D	75,000	<u>(3)(5)</u>	12/06/2012	Common Stock	75
Non-Qualified Stock Option (right to buy)	\$ 10.18	07/16/2009		D	37,500	<u>(6)</u>	03/21/2014	Common Stock	37
Non-Qualified Stock Option (right to buy)	\$ 7.1	07/16/2009		D	40,000	<u>(7)</u>	03/24/2015	Common Stock	40
Restricted Stock Units	<u>(8)</u>	07/16/2009		D	3,250	<u>(9)</u>	<u>(10)</u>	Common Stock	3
Restricted Stock Units	<u>(8)</u>	07/16/2009		D	6,650	<u>(12)</u>	<u>(10)</u>	Common Stock	6
Restricted Stock Units	<u>(8)</u>	07/16/2009		D	60,003	<u>(13)</u>	<u>(10)</u>	Common Stock	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRISON SCOT K 500 WIND RIVER WAY ALAMEDA, CA 94501			SVP & Gen. Mgr., Vx Works Div.	

Signatures

/s/ Jane Bone, by power of
attorney

07/20/2009

__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) 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 17,293 units, which units represent interests in a Wind River 401(k) Plan. As of July 16, 2009, those units equate to approximately 5,519 shares of WIND common stock at the closing price of WIND common stock on July 16, 2009 of \$11.50.
- (2) The option is fully vested.

Pursuant to the Merger Agreement, the option will be assumed by Intel and converted into an option to purchase 0.6892 shares of Intel common stock for each share of WIND common stock at an exercise price equal to the current exercise price divided by 0.6892 per share.
- (3) The option was granted on December 6, 2005 and provided for vesting of one-fourth of the shares subject to the option on December 6, 2006 and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the Executive Officers' Change of Control Incentive and Severance Benefit Plan, as amended, vesting was accelerated by a period of one year on July 10, 2009.
- (4) The option was granted on March 21, 2007 and provided for vesting of one-fourth of the shares subject to the option on March 21, 2008 and one forty-eighth of the shares subject to the option shall vest monthly thereafter. Pursuant to the terms of the Executive Officers' Change of Control Incentive and Severance Benefit Plan, as amended, vesting was accelerated by a period of one year on July 10, 2009.
- (5) 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 Executive Officers' Change of Control Incentive and Severance Benefit Plan, as amended, vesting was accelerated by a period of one year on July 10, 2009.
- (6) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (7) The restricted stock units shall vest and shares become issuable on March 21, 2010.
- (8) Not applicable.
- (9) 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.
- (10) The restricted stock units shall vest and shares become issuable in two equal annual installments beginning on March 24, 2010.
- (11) 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. 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.