

HALIFAX IAN R
Form 4
March 26, 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)
03/24/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Fin & Admin, CFO, Scty

ALAMEDA, CA 94501

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

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/24/2009		M	7,300 A <u>(1)</u>	9,597 <u>(2)</u>	D	
Common Stock	03/24/2009		F	2,851 D <u>(3)</u>	6,746	D	
Common Stock					1,350.9355 <u>(4)</u>	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 Securities (Instr. 3 and 4)	8. Filing Date of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(5)	03/24/2009		M	7,300	03/24/2009 (6)	Common Stock	7,300

Reporting Owners

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

Signatures

/s/ Ian R.
Halifax

03/26/2009

**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) The reporting person received shares of Wind River common stock upon vesting of some of the restricted stock units granted on March 24, 2008.
 - (2) Includes 684 shares and 651 shares acquired under the Wind River stock purchase plan on June 30, 2008 and December 31, 2008, respectively.
 - (3) Upon the vesting and the release of some of the restricted stock units granted to the reporting person on March 24, 2008, some of the vested restricted stock units were withheld to cover applicable income and payroll withholding taxes due on the release of the units.
 - (4) As of March 24, 2009, the reporting person owned 4,201.474 units, which units represent interests in a Wind River 401(k) Plan. As of March 24, 2009, those units equate to approximately 1,350.9355 shares of Wind River common stock at the closing price on March 24,

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2009 of \$6.50. This information is based on a plan statement dated as of March 24, 2008.

- (5) Some of the restricted stock units granted to the reporting person on March 24, 2008 vested and the reporting person received shares of Wind River common stock as reported in Table I above.
- (6) The restricted stock units vest in four equal annual installments beginning on March 24, 2009.

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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