

FIDDLER JERRY
Form 4
June 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
FIDDLER JERRY

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)
06/04/2009

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

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	06/04/2009		S ⁽¹⁾	45,000	D	\$ 11.5217 (2)	2,397,554	I	See footnote (3)
Common Stock	06/04/2009		S ⁽¹⁾	7,500	D	\$ 11.5217 (2)	500,625	I	See footnote (4)
Common Stock	06/04/2009		S ⁽¹⁾	3,750	D	\$ 11.5217 (2)	272,813	I	See footnote (5)
Common Stock	06/04/2009		S ⁽¹⁾	3,750	D	\$ 11.5217	272,813	I	See footnote

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					(2)			(6)	
Common Stock	06/04/2009		P(7)(8)	45,000	A	\$ 11.52	2,442,554	I	See footnote (3)
Common Stock	06/04/2009		P(7)(8)	7,500	A	\$ 11.52	508,125	I	See footnote (4)
Common Stock	06/04/2009		P(7)(8)	3,750	A	\$ 11.52	276,563	I	See footnote (5)
Common Stock	06/04/2009		P(7)(8)	3,750	A	\$ 11.52	276,563	I	See footnote (6)
Common Stock							247,953	I	See footnote (9)
Common Stock							2,023.4065	I	See footnote (10)

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIDDLER JERRY 500 WIND RIVER WAY ALAMEDA, CA 94501		X		

Signatures

/s/ Ian R. Halifax, by Power of
Attorney

06/08/2009

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 3, 2008.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$11.52 to
- (2) \$11.53 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) Shares held directly by The Fiddler and Alden Family Trust for which the reporting person serves as a trustee.
- (4) Shares held directly by the Jazem II Family Partners LP - Fund 5 for which the reporting person serves as a general partner.
- (5) Shares held directly by the Jazem I Family Partners LP - Fund 5 for which the reporting person serves as a general partner.
- (6) Shares held directly by the Jazem IV Family Partners LP - Fund 5 for which the reporting person serves as a general partner.
- (7) As an unintended consequence of the announcement just before market open on June 4, 2009 of the entering into of an agreement for the acquisition of all outstanding capital stock of the Issuer pursuant to an Agreement and Plan of Merger among Intel Corporation, APC II Acquisition Corporation and the Issuer (the "Merger Agreement"), certain sales pursuant to the reporting person's Rule 10b5-1 trading plan occurred in the early hours of trading after the opening of market. The reporting person did not intend to sell any shares pursuant to the Rule 10b5-1 plan or otherwise once the Merger Agreement was executed except in connection with the tender offer related to the Merger Agreement. (Continue to footnote 8)
- (8) As a result, the administrator of the Rule 10b5-1 plan, at the instruction of the reporting person, repurchased on the open market an equal number of shares sold from the Rule 10b5-1 plan in order to put the reporting person in the same position relative to the holdings of the reporting person's shares as before the announcement.
- (9) Shares held directly by the Jazem III Family Partners - Fund 5 for which the reporting person serves as a general partner.
- (10) Shares held directly by a 401(k) Plan. As of June 5, 2009, the reporting person owned 6,342.916 units, which units represent interests in a Wind River 401(k) plan. As of June 5, 2009, these units equate in value to approximately 2,023.4065 shares of Wind River common stock at the closing price of Wind River common stock as of June 5, 2009 of \$11.63 per share. The information in this report on Form 4 is based on a plan statement dated as of June 5, 2009.

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.