

OGRADY STANDISH
Form 4
July 20, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OGRADY STANDISH

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 ____X____ Other (specify
below) below)
Former Director

ALAMEDA, CA 94501

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Non-Qualified Stock Option (right to buy)	\$ 8.14	07/16/2009	D		15,000		<u>(1)</u>	04/01/2018	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 9.94	07/16/2009	D		15,000		<u>(1)</u>	04/01/2017	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 11.07	07/16/2009	D		15,000		<u>(1)</u>	04/01/2014	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 8.38	07/16/2009	D		50,000		<u>(1)</u>	02/01/2014	Common Stock	50,000
Restricted Stock Units	<u>(6)</u>	07/16/2009	D		18,000		<u>(7)</u>	<u>(8)</u>	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OGRADY STANDISH 500 WIND RIVER WAY ALAMEDA, CA 94501				Former Director

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) The option is fully vested.

Pursuant to the Merger Agreement between the Issuer and Intel Corporation dated June 4, 2009 (the "Merger Agreement"), the option
(2) was cancelled in exchange for a cash payment of \$50,400.00, which represents the difference between \$11.50 and the exercise price of the option per share.

(3) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$23,400.00, which represents the difference between \$11.50 and the exercise price of the option per share.

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- (4) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$6,450.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (5) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$156,000.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (6) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (7) Pursuant to the provisions of the 2005 Equity Incentive Plan and the Merger Agreement, the restricted stock units vested in full upon the effectiveness of the merger.
- (8) Not applicable.
- (9) Pursuant to the Merger Agreement, the restricted stock units were cancelled in exchange for a cash payment of \$207,000.00, which represents \$11.50 for each outstanding unit.

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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