

FIDDLER JERRY
Form 4
October 03, 2007

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2007

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

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

(Street)

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

ALAMEDA, CA 94501

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 10/01/2007 | | S ⁽¹⁾ | D | 15,819 | \$ 12 | 2,614,236 I By trust |
| Common Stock | 10/01/2007 | | S ⁽¹⁾ | D | 750 | \$ 12.01 | 2,613,486 I By trust |
| Common Stock | 10/01/2007 | | S ⁽¹⁾ | D | 758 | \$ 12.02 | 2,612,728 I By trust |
| Common Stock | 10/01/2007 | | S ⁽¹⁾ | D | 675 | \$ 12.03 | 2,612,053 I By trust |
| Common Stock | 10/01/2007 | | S ⁽¹⁾ | D | 148 | \$ 12.04 | 2,611,905 I By trust |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------------------------|---|-----------------|
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 300 | D | \$ 12.05 | 2,611,605 | I | By trust |
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 300 | D | \$ 12.06 | 2,611,305 | I | By trust |
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 5,273 | D | \$ 12 | 1,366,430 | I | By partnerships |
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 251 | D | \$ 12.01 | 1,366,179 | I | By partnerships |
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 252 | D | \$ 12.02 | 1,365,927 | I | By partnerships |
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 225 | D | \$ 12.03 | 1,365,702 | I | By partnerships |
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 49 | D | \$ 12.04 | 1,365,653 | I | By partnerships |
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 100 | D | \$ 12.05 | 1,365,553 | I | By partnerships |
| Common Stock | 10/01/2007 | S ⁽¹⁾ | 100 | D | \$ 12.06 | 1,365,453 | I | By partnerships |
| Common Stock | | | | | | 2,012.199 ⁽²⁾ | I | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FIDDLER JERRY C/O WIND RIVER SYSTEMS, INC. 500 WIND RIVER WAY ALAMEDA, CA 94501 | X | | | |

Signatures

| | |
|-------------------------------------|------------|
| /s/ Linda Shih by Power of Attorney | 10/03/2007 |
| **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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 11, 2007.
As of October 1, 2007, the reporting person owned 6,342.916 units, which units represent interests in a Wind River 401(k) plan. As of October 1, 2007, these units equate in value to approximately 2,012.199 shares of Wind River common stock at the closing price of Wind River common stock as of October 1, 2007 of \$12.01 per share. The information in this report is based on a plan statement dated as of October 1, 2007.
 - (2)

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.