

FIDDLER JERRY
Form 4
July 14, 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 *
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)
07/10/2009

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

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	07/10/2009		U		2,442,554	D	\$ 11.5 0	See footnote. (1)
Common Stock	07/10/2009		U		276,563	D	\$ 11.5 0	See footnote. (2)
Common Stock	07/10/2009		U		508,125	D	\$ 11.5 0	See footnote. (3)
Common Stock	07/10/2009		U		247,953	D	\$ 11.5 0	See footnote.

Common Stock	07/10/2009		U	276,563	D	\$ 11.50		I	(4) See footnote. (5)
Common Stock							2,024 (6)	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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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. 3 and 4)
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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
 Date: 07/14/2009
 **Signature of Reporting Person

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) Shares held directly by The Fiddler and Alden Family Trust for which the reporting person serves as a trustee.
- (2) Shares held directly by the Jazem I Family Partners LP - Fund 5 for which the reporting person serves as a general partner.
- (3) Shares held directly by the Jazem II Family Partners LP for which the reporting person serves as a general partner.
- (4) Shares held directly by the Jazem III Family Partners for which the reporting person serves as a general partner.
- (5) Shares held directly by the Jazem IV Family Partners LP for which the reporting person serves as a general partner.
- (6) As of July 10, 2009, the reporting person owned approximately 6,343 units, which units represent interests in a Wind River 401(k) Plan. As of July 10, 2009, those units equate to approximately 2,024 shares of Wind River common stock at the closing price of Wind River common stock on July 10, 2009 of \$11.50. The reporting person instructed the administrator of the 401(k) plan to tender the reporting person's interest in such plan into the tender offer made by APC II Acquisition Corporation, a subsidiary of Intel, for all outstanding Wind River shares and, pursuant to such tender offer, the reporting person will receive cash (equal to \$11.50 per share) in respect of such interest.

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.