

WIND RIVER SYSTEMS INC
 Form 3
 July 15, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â INTEL CORP		(Month/Day/Year)	WIND RIVER SYSTEMS INC [WIND]	
(Last)	(First)	(Middle)	07/10/2009	
2200 MISSION COLLEGE BLVD.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SANTA CLARA, Â CA Â 95054			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			See footnotes (1)(2)(3) below	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	68,475,679	I	See footnotes (1) (2) (3)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTEL CORP 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	Â	Â	Â	See footnotes (1)(2)(3) below

Signatures

/s/ Cary I. Klafter, Vice President, Legal and Corporate Affairs, and Corporate Secretary

07/15/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Intel Corporation, Wind River Systems Inc. (the "Issuer") and APC II Acquisition Corporation, a subsidiary of Intel Corporation ("APC II"), entered into an Agreement and Plan of Merger, dated as of June 4, 2009, pursuant to which APC II commenced a tender offer (the "Offer") to acquire the outstanding shares of common stock of the Issuer. Upon consummation of the Offer, the Issuer will merge with APC II. On July 10, 2009, APC II acquired approximately 68,475,679 of the Issuer's common stock. Intel Corporation may be deemed to be the beneficial owner of such shares of common stock of the Issuer held by APC II. (Continued in footnote 2)

(1) Intel Corporation disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, Intel Corporation is the beneficial owner of all such shares of common stock covered by this statement.

(2) Intel Corporation, APC II, and certain stockholders of the Issuer (the "Stockholders") entered into a Tender and Support Agreement, dated as of June 4, 2009, pursuant to which the Stockholders agreed to tender their shares of common stock of the Issuer as promptly as practicable after receipt by such Stockholders of all documents or instruments required to be delivered pursuant to the terms of the Offer. Intel Corporation has no pecuniary interest in the shares held by the Stockholders and expressly disclaims beneficial ownership of any shares covered by the Tender and Support Agreement.

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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