

WIND RIVER SYSTEMS INC
Form SC 13G/A
February 11, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

WIND RIVER SYSTEMS, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

973149 10 7

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all the provisions of the Act (however, see the Notes).

Page 1 of 4 pages

CUSIP No. 973149 10 7

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Narendra K. Gupta

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

NUMBER OF

370,476**

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

4,403,236***

EACH

7. Sole Dispositive Power

REPORTING

PERSON

370,476**

WITH

8. Shared Dispositive Power

4,403,236***

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,773,712 shares, of which beneficial ownership of 927,176 shares is disclaimed

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

5.9%

12. Type of Reporting Person (See Instructions)

IN

** Includes 7,176 shares held in an account for a daughter under the Uniform Gift to Minors Act, of which Mr. Gupta is a custodian; and 363,300 shares subject to stock options exercisable within 60 days after February 12, 2004.

*** Includes 3,483,236 shares held by the Narendra and Vinita Gupta Living Trust, dtd 12/2/94, of which Mr. Gupta and his wife are trustees; and 920,000 shares held by the Gupta Irrevocable Children Trust, of which Mr. Gupta his wife, and a third party, are trustees.

- Item 1.** (a) Name of Issuer:
Wind River Systems, Inc.
- (b) Address of Issuer's Principal Executive Offices
500 Wind River Way
Alameda, CA 94501

- Item 2.** (a) Name of Person Filing:
Narendra K. Gupta
- (b) Address of Principal Business Office or, if none, Residence:
500 Wind River Way
Alameda, CA 94501
- (c) Citizenship:
United States
- (d) Title of Class of Securities:
Common Stock
- (e) CUSIP Number:
973149 10 7

Item 3. Not Applicable.

Item 4. Ownership

- (a) Amount Beneficially Owned:
4,773,712 shares, of which beneficial ownership of 927,176 shares is disclaimed
- (b) Percent of Class:
5.9% (Based on 80,311,350 shares outstanding as of December 10, 2003 as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended October 31, 2003.)
- (c) Number of Shares as to which the Person has:
- | | |
|--|--------------|
| (i) Sole power to vote or to direct the vote | 370,476** |
| (ii) Shared power to vote or to direct the vote | 4,403,236*** |
| (iii) Sole power to dispose or to direct the disposition of | 370,476** |
| (iv) Shared power to dispose or to direct the disposition of | 4,403,236*** |

** Includes 7,176 shares held in an account for a daughter under the Uniform Gift to Minors Act, of which Mr. Gupta is a custodian; and 363,300 shares subject to stock options exercisable within 60 days after February 12, 2004.

*** Includes 3,483,236 shares held by the Narendra and Vinita Gupta Living Trust, dtd 12/2/94, of which Mr. Gupta and his wife are trustees; and 920,000 shares held by the Gupta Irrevocable Children Trust, of which Mr. Gupta his wife, and a third party, are trustees.

- Item 5.** Ownership of Five Percent or Less of a Class
Not applicable.
- Item 6.** Ownership of More than Five Percent on Behalf of Another Person.
Not applicable.
- Item 7.** Identification and Classification of the Subsidiary which Acquired the Security Being Reported on
By the Parent Holding Company
Not applicable.
- Item 8.** Identification and Classification of Members of the Group
Not applicable.
- Item 9.** Notice of Dissolution of Group
Not applicable
- Item 10.** Certification
Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2004

Date

/s/ Narendra K. Gupta

Signature

Narendra K. Gupta

Name/Title