

CISCO SYSTEMS INC
 Form 4
 September 21, 2006

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 *
JUSTICE RICHARD J

(Last) (First) (Middle)

170 WEST TASMAN DRIVE

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CISCO SYSTEMS INC [CSCO]

3. Date of Earliest Transaction
 (Month/Day/Year)
09/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, WW Field Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/20/2006		M ⁽¹⁾		67,501	A	\$ 18.57
Common Stock	09/20/2006		M ⁽¹⁾		3,333	A	\$ 16.01
Common Stock	09/20/2006		M ⁽¹⁾		116,668	A	\$ 17.26
Common Stock	09/20/2006		M ⁽¹⁾		4,166	A	\$ 16.15
Common Stock	09/20/2006		M ⁽¹⁾		4,166	A	\$ 9.749

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Common Stock	09/20/2006	M ⁽¹⁾	4,166	A	\$ 13.04	209,023	D	
Common Stock	09/20/2006	S ⁽¹⁾	200,000	D	\$ 23	9,023	D	
Common Stock	09/21/2006 ⁽²⁾	A	100,000 ⁽²⁾	A	\$ 0	109,023	D	
Common Stock						9,460	I	by the 1990 Justice Family Trust

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

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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 Underlying Instrument (Instr. 3)
					V	(A)	(D)	Date Exercisable	
Non-Qualified Stock Option (right to buy)	\$ 18.57	09/20/2006		M ⁽¹⁾		67,501	06/14/2001 ⁽³⁾	05/14/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.01	09/20/2006		M ⁽¹⁾		3,333	09/21/2001 ⁽³⁾	08/21/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.26	09/20/2006		M ⁽¹⁾		116,668	11/02/2002 ⁽⁴⁾	11/02/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.15	09/20/2006		M ⁽¹⁾		4,166	04/05/2003 ⁽⁴⁾	04/05/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.749	09/20/2006		M ⁽¹⁾		4,166	10/10/2003 ⁽⁴⁾	10/10/2011	Common Stock
Non-Qualified Stock Option	\$ 13.04	09/20/2006		M ⁽¹⁾		4,166	04/10/2004 ⁽⁴⁾	04/10/2012	Common Stock

