#### CISCO SYSTEMS INC

Form 4

September 21, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JUSTICE RICHARD J			2. Issuer Name <b>and</b> Ticker or Trading Symbol CISCO SYSTEMS INC [CSCO]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check air applicable)		
			(Month/Day/Year)	Director 10% Owner		
170 WEST TASMAN DRIVE			09/20/2006	X Officer (give title Other (specify below) SVP, WW Field Operations		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SAN JOSE, CA 95134				Form filed by More than One Reporting		

	(City)	(State)	(Zip) Tab	le I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
Sec	itle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acqu Transactionor Disposed of (D Code (Instr. 3, 4 and 5) (Instr. 8)			))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	ommon ock	09/20/2006		Code V M(1)	Amount 67,501	(D)	Price \$ 18.57	(Instr. 3 and 4) 76,524	D	
	ommon ock	09/20/2006		M(1)	3,333	A	\$ 16.01	79,857	D	
	ommon ock	09/20/2006		M(1)	116,668	A	\$ 17.26	196,525	D	
	ommon ock	09/20/2006		M(1)	4,166	A	\$ 16.15	200,691	D	
	mmon ock	09/20/2006		M <u>(1)</u>	4,166	A	\$ 9.749	204,857	D	

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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 <u>(1)</u>	200,000	D	\$ 23	9,023	D	
Common Stock	09/21/2006 <u>(2)</u>	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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SEC 1474

(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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year	7. Tit Under (Instr	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 18.57	09/20/2006		M(1)	(71)	67,501	06/14/2001(3)	05/14/2010	Con
Non-Qualified Stock Option (right to buy)	\$ 16.01	09/20/2006		M <u>(1)</u>		3,333	09/21/2001(3)	08/21/2010	Con
Non-Qualified Stock Option (right to buy)	\$ 17.26	09/20/2006		M <u>(1)</u>		116,668	11/02/2002(4)	11/02/2010	Con
Non-Qualified Stock Option (right to buy)	\$ 16.15	09/20/2006		M <u>(1)</u>		4,166	04/05/2003(4)	04/05/2011	Con
Non-Qualified Stock Option (right to buy)	\$ 9.749	09/20/2006		M <u>(1)</u>		4,166	10/10/2003(4)	10/10/2011	Con
Non-Qualified Stock Option	\$ 13.04	09/20/2006		M(1)		4,166	04/10/2004(4)	04/10/2012	Con Ste

(right to buy)

Non-Qualified

Stock Option \$ 23.01 09/21/2006 A 400,000 (4) 09/21/2015

(right to buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JUSTICE RICHARD J 170 WEST TASMAN DRIVE SAN JOSE, CA 95134

SVP, WW Field Operations

## **Signatures**

/s/ Richard J. 09/21/2006
Justice

\*\*Signature of Date 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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 12, 2006.
- (2) Represents a restricted stock unit award with respect to 100,000 shares of common stock that vests in five (5) successive equal annual installments with the first twenty percent (20%) vesting on the one (1) year anniversary of the grant date.
- (3) The option vests in sixty (60) successive equal monthly installments following the grant date.
- (4) The option vests as to twenty percent (20%) of the shares on the one (1) year anniversary of the grant date, and as to the remaining eighty percent (80%) of the shares thereafter in forty eight (48) successive equal monthly installments.

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