

MOORE GARY B
Form 4
March 14, 2013

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 *
MOORE GARY B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
170 WEST TASMAN DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2013

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

SAN JOSE, CA 95134

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

(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 or Price | | |
| Common Stock | 03/12/2013 | | F | | 84,626 (1) | D | \$ 21.88 945,286 |
| Common Stock | 03/12/2013 | | M | | 325,000 | A | \$ 19.18 1,270,286 |
| Common Stock | 03/12/2013 | | S | | 325,000 | D | \$ 21.6867 (2) 945,286 |
| Common Stock | 03/14/2013 | | S ⁽³⁾ | | 67,780 | D | \$ 21.5823 (4) 877,506 |

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 and Amount of Underlying Security (Instr. 3 and 4) | 8. Amortization |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 19.18 | 03/12/2013 | | M | 325,000 | (5) 08/23/2013 | Common Stock | 32 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE GARY B 170 WEST TASMAN DRIVE SAN JOSE, CA 95134 | | | President & COO | |

Signatures

/s/ Gary B. Moore by Evan Sloves,
Attorney-in-Fact

03/14/2013

**Signature of Reporting Person Date

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) Represents shares withheld for payment of tax liability arising as a result of the settlement of three (3) restricted stock unit awards originally reported by the reporting person in a Form 3 filed with the Commission on June 3, 2010 and in a Form 4 filed with the Commission on September 21, 2011.
- (2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$21.56 to \$21.795. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on December 13, 2012.
- (4) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$21.56 to \$21.61. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

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(5) This option is immediately exercisable.

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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