

CISCO SYSTEMS INC
Form 4/A
August 16, 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 *
CHAMBERS JOHN T

(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)
08/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
08/16/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President/ CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/15/2006		M ⁽¹⁾		1,350,000	A	\$ 12.2709
Common Stock	08/15/2006		S ⁽¹⁾		8,500	D	\$ 20.82
Common Stock	08/15/2006		S ⁽¹⁾		13,600	D	\$ 20.81
Common Stock	08/15/2006		S ⁽¹⁾		8,500	D	\$ 20.8
Common Stock	08/15/2006		S ⁽¹⁾		16,200	D	\$ 20.79

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Common Stock	08/15/2006	<u>S(1)</u>	31,100	D	\$ 20.78	3,762,494	D
Common Stock	08/15/2006	<u>S(1)</u>	19,945	D	\$ 20.77	3,742,549	D
Common Stock	08/15/2006	<u>S(1)</u>	52,023	D	\$ 20.76	3,690,526	D
Common Stock	08/15/2006	<u>S(1)</u>	77,832	D	\$ 20.75	3,612,694	D
Common Stock	08/15/2006	<u>S(1)</u>	70,900	D	\$ 20.74	3,541,794	D
Common Stock	08/15/2006	<u>S(1)</u>	88,500	D	\$ 20.73	3,453,294	D
Common Stock	08/15/2006	<u>S(1)</u>	17,772	D	\$ 20.72	3,435,522	D
Common Stock	08/15/2006	<u>S(1)</u>	41,300	D	\$ 20.71	3,394,222	D
Common Stock	08/15/2006	<u>S(1)</u>	56,428	D	\$ 20.7	3,337,794	D
Common Stock	08/15/2006	<u>S(1)</u>	7,400	D	\$ 20.69	3,330,394	D
Common Stock	08/15/2006	<u>S(1)</u>	20,200	D	\$ 20.68	3,310,194	D
Common Stock	08/15/2006	<u>S(1)</u>	19,329	D	\$ 20.67	3,290,865	D
Common Stock	08/15/2006	<u>S(1)</u>	36,871	D	\$ 20.66	3,253,994	D
Common Stock	08/15/2006	<u>S(1)</u>	25,900	D	\$ 20.65	3,228,094	D
Common Stock	08/15/2006	<u>S(1)</u>	26,400	D	\$ 20.64	3,201,694	D
Common Stock	08/15/2006	<u>S(1)</u>	15,200	D	\$ 20.63	3,186,494	D
Common Stock	08/15/2006	<u>S(1)</u>	43,004	D	\$ 20.62	3,143,490	D
Common Stock	08/15/2006	<u>S(1)</u>	35,147	D	\$ 20.61	3,108,343	D
Common Stock	08/15/2006	<u>S(1)</u>	24,500	D	\$ 20.6	3,083,843	D
Common Stock	08/15/2006	<u>S(1)</u>	44,449	D	\$ 20.59	3,039,394	D
	08/15/2006	<u>S(1)</u>	31,300	D	\$ 20.58	3,008,094	D

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Common Stock							
Common Stock	08/15/2006	S ⁽¹⁾	7,000	D	\$ 20.57	3,001,094	D
Common Stock	08/15/2006	S ⁽¹⁾	15,700	D	\$ 20.56	2,985,394	D
Common Stock	08/15/2006	S ⁽¹⁾	33,100	D	\$ 20.55	2,952,294	D
Common Stock	08/15/2006	S ⁽¹⁾	18,200	D	\$ 20.54	2,934,094	D

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (right to buy)	\$ 12.2709	08/15/2006		M ⁽¹⁾	1,350,000	<u>(2)</u> 05/01/2007	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAMBERS JOHN T 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X		President/ CEO	

Signatures

Mark Chandler, Attorney-in-Fact for John T. Chambers 08/15/2006

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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 17, 2004.
- (2) The option vested as to twenty-five percent (25%) of the shares on the one (1) year anniversary of the date of grant, and as to the remaining seventy-five percent (75%) of the shares thereafter in thirty-six (36) successive equal monthly installments.

Remarks:

This Form 4/A amends and restates the Form 4 filed today on behalf of John T. Chambers solely to complete the conformed si

(1 of 2 Forms 4)

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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