CISCO SYSTEMS INC
Form 4
September 12, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] **MORGRIDGE JOHN P**	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**	3. Date of Earliest Transaction (Month/Day/Year) **02/16/2006**	__X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
SAN JOSE, CA 95134		
(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	(A) or (D)	Price			
Common Stock	02/16/2006		G	V	93,000	D	$ 0	61,171,180 (1)	I	by Family Trust (2)
Common Stock	02/23/2006		G	V	133,450	D	$ 0	61,037,730	I	by Family Trust (2)
Common Stock	03/02/2006		G	V	48,750	D	$ 0	60,988,980	I	by Family Trust (2)
Common Stock	03/03/2006		G	V	24,500	D	$ 0	60,964,480	I	by Family Trust (2)
Common Stock	03/06/2006		G	V	211,000	D	$ 0	60,753,480	I	by Family Trust (2)
	03/14/2006		G	V	17,500	D	$ 0	60,735,980	I	

Common Stock										by Family Trust [2]
Common Stock	04/19/2006		G[3]	V	4,950,000	D	$ 0	50,735,980 [4]	I	by Family Trust [2]
Common Stock	04/19/2006		G[3]	V	4,950,000	A	$ 0	4,950,000	I	By family limited partnership in which GRAT of Spouse owns an interest
Common Stock	06/02/2006		G	V	7,500	D	$ 0	50,728,480	I	by Family Trust [2]
Common Stock	06/15/2006		G	V	146,150	D	$ 0	50,582,330	I	by Family Trust [2]
Common Stock	08/15/2006		G	V	50,000	D	$ 0	50,532,330	I	By Family Trust [2]
Common Stock								100,000 [3] [5]	I	By family limited partnership in which Family Trust owns an interest
Common Stock								4,950,000 [3]	I	By family limited partnership in which GRAT of Mr. Morgridge owns an interest
Common Stock								275,349	D	
Common Stock								90,238	I	By Spouse

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

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 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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGRIDGE JOHN P 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X			

Signatures

/s/ John P. Morgridge, by Mark Chandler his attorney in fact

09/12/2006

<u>**</u>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)   Includes 720,003 shares previously held directly by Mr. Morgridge that were transferred to the Morgridge Family Trust on January 26, 2006 and became owned indirectly.

(2)   Morgridge Family Trust (MFT).

(3)   On April 19, 2006, MFT transferred a total of 10,000,000 shares to Morgridge Family Investments LP (FILP), a limited partnership in which Mr. Morgridge and his spouse are the general partner and were then the limited partner, in each case solely in their capacity as trustee of MFT. Immediately following this transfer, MFT divided such limited partner interest in two equal amounts (each representing an interest in 4,950,000 of the 10,000,000 total shares held by FILP), and thereafter transferred such limited partner interests to Mr. Morgridge's and his spouse's respective grantor retained annuity trusts (GRATs).

(4)   Excludes 10,000,000 shares previously held indirectly by MFT that were transferred to FILP on April 19, 2006.

(5)   Represents the general partner interest in FILP, which interest of MFT is the property of Mr. Morgridge and his spouse.

Remarks:

This Form is solely reporting a series of gift transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Explanation of Responses: 4