CISCO SYSTEMS INC
Form 4
November 09, 2006

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * RICHARDSON JAMES	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)	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2006	_____ Director　　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　　　　　　　below) SVP, Commercial Business
170 WEST TASMAN DRIVE		
(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	11/07/2006		S(1)		108,964	D	$ 25	148,882	D	
Common Stock	11/08/2006		S(1)		91,036	D	$ 25	57,846	D	
Common Stock	11/09/2006		M(1)		468,750	A	$ 11.7396	526,596	D	
Common Stock	11/09/2006		S(1)		12,400	D	$ 27.25	514,196	D	
Common Stock	11/09/2006		S(1)		1,400	D	$ 27.24	512,796	D	

Common Stock	11/09/2006	S[1]	32,775	D	$ 27.23	480,021	D
Common Stock	11/09/2006	S[1]	2,500	D	$ 27.21	477,521	D
Common Stock	11/09/2006	S[1]	11,600	D	$ 27.19	465,921	D
Common Stock	11/09/2006	S[1]	15,600	D	$ 27.18	450,321	D
Common Stock	11/09/2006	S[1]	7,100	D	$ 27.17	443,221	D
Common Stock	11/09/2006	S[1]	8,946	D	$ 27.16	434,275	D
Common Stock	11/09/2006	S[1]	35,379	D	$ 27.15	398,896	D
Common Stock	11/09/2006	S[1]	3,500	D	$ 27.13	395,396	D
Common Stock	11/09/2006	S[1]	3,400	D	$ 27.12	391,996	D
Common Stock	11/09/2006	S[1]	5,400	D	$ 27.11	386,596	D
Common Stock	11/09/2006	S[1]	3,500	D	$ 27.08	383,096	D
Common Stock	11/09/2006	S[1]	3,700	D	$ 27.07	379,396	D
Common Stock	11/09/2006	S[1]	4,400	D	$ 27.06	374,996	D
Common Stock	11/09/2006	S[1]	7,800	D	$ 27.05	367,196	D
Common Stock	11/09/2006	S[1]	10,500	D	$ 27.02	356,696	D
Common Stock	11/09/2006	S[1]	6,900	D	$ 27.01	349,796	D
Common Stock	11/09/2006	S[1]	20,500	D	$ 27	329,296	D
Common Stock	11/09/2006	S[1]	13,400	D	$ 26.99	315,896	D
Common Stock	11/09/2006	S[1]	15,600	D	$ 26.98	300,296	D
Common Stock	11/09/2006	S[1]	23,500	D	$ 26.97	276,796	D
	11/09/2006	S[1]	6,600	D	$ 26.96	270,196	D

Common Stock								
Common Stock	11/09/2006		S[(1)]	1,800	D	$ 26.95	268,396	D
Common Stock	11/09/2006		S[(1)]	10,800	D	$ 26.94	257,596	D
Common Stock	11/09/2006		S[(1)]	4,600	D	$ 26.93	252,996	D
Common Stock	11/09/2006		S[(1)]	34,700	D	$ 26.92	218,296	D

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 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Non-Qualified Stock Option (right to buy)	$ 11.7396	11/09/2006		M[(1)]		468,750		[(2)]	04/27/2007	Common Stock	46

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDSON JAMES 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			SVP, Commercial Business	

Signatures

/s/ James Richardson by Evan Sloves, Attorney-in-fact	11/09/2006
**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 on this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on September 8, 2005.

(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:

(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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