

CHAMBERS JOHN T
Form 4
September 13, 2011

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 *
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)
09/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and 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)
Common Stock	08/16/2011		G	V 6,822 D \$0	2,126,504 ⁽¹⁾	D	
Common Stock	09/11/2011		F	94,369 ⁽²⁾ D \$15.82	2,032,135 ⁽¹⁾	D	
Common Stock					181,745	I	Chambers GRAT #4
Common Stock					164,485	I	Chambers 2013 GRAT #1
Common Stock					227,856	I	Chambers 2015

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1. Title of Security	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	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 Owned Following Transaction (Instr. 6)
Common Stock					254,964	I	GRAT #1 Chambers 2017 GRAT #1		
Common Stock					330,000 ⁽³⁾	I	Chambers 2012 GRAT		
Common Stock					45,538	I	Child Trust #1		
Common Stock					45,537	I	Child Trust #2		

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	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 Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

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

Signatures

/s/ John T. Chambers by Evan Sloves,
Attorney-in-Fact

09/13/2011

__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).

Includes 318,255 shares that were previously reported as indirectly beneficially owned by the Chambers Grantor Retained Annuity Trust Number Four (Chambers GRAT #4), which were distributed and became directly owned by the reporting person on November 30, 2010, pursuant to the terms of that trust which provide for annual annuity distributions from that trust to its grantor. Also includes 165,515 (1) shares that were previously reported as indirectly beneficially owned by the Chambers 2013 GRAT #1, 102,144 shares that were previously reported as indirectly beneficially owned by the Chambers 2015 GRAT #1 and 75,036 shares that were previously reported as indirectly beneficially owned by the Chambers 2017 GRAT #1, all of which were distributed and became directly owned by the reporting person on May 25, 2011, pursuant to the terms of each trust which provide for annual annuity distributions from each trust to its grantor.

Represents shares withheld for payment of tax liability arising as a result of the partial settlement of four (4) restricted stock unit awards (2) originally reported by the reporting person in Forms 4 filed with the Commission on September 12, 2008, November 16, 2009 and September 17, 2010.

(3) These shares were previously reported as directly beneficially owned but were contributed to the Chambers 2012 GRAT on December 22, 2010.

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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