

CISCO SYSTEMS, INC.

Form 4

February 19, 2015

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LLOYD ROBERT WAYNE**

(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)  
02/17/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President, Dev. & Sales

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	02/17/2015		M <sup>(1)</sup>	200,000 A \$ 23.01	561,265	D	
Common Stock	02/17/2015		M <sup>(1)</sup>	150,000 A \$ 20.1	711,265	D	
Common Stock	02/17/2015		M <sup>(1)</sup>	500,000 A \$ 23.4	1,211,265	D	
Common Stock	02/17/2015		S <sup>(1)</sup>	850,000 D \$ 29.2436 (2)	361,265	D	
Common Stock					150,520	I	By Trust

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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 Amount Underlying Security (Instr. 3 and 4)	8. Amount Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 23.01	02/17/2015		M <sup>(1)</sup>	200,000	<sup>(3)</sup>	09/21/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.1	02/17/2015		M <sup>(1)</sup>	150,000	<sup>(3)</sup>	06/11/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.4	02/17/2015		M <sup>(1)</sup>	500,000	<sup>(3)</sup>	11/12/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LLOYD ROBERT WAYNE 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	President, Dev. & Sales

## Signatures

/s/ Robert Wayne Lloyd by Evan Sloves,  
Attorney-in-Fact

02/19/2015

                    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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on December 15, 2014.

(2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$29.03 to \$29.35. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder

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of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(3) 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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