LLOYD ROBERT WAYNE

Form 4 June 12, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

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

(First)

2. Issuer Name and Ticker or Trading Symbol

CISCO SYSTEMS INC [CSCO]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

Director

(Check all applicable)

170 WEST TASMAN DRIVE

(Month/Day/Year)

06/11/2009

Filed(Month/Day/Year)

10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Instr. 4)

below)

EVP, Worldwide Operations

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95134

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s)

Following

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5)

> Code V (D) Date Exercisable Expiration (A) Title

Date

Non-Qualified

Stock Option \$ 20.1 06/11/2009 A 150,000 (right to buy)

06/11/2010(1) 06/11/2016

Common Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LLOYD ROBERT WAYNE 170 WEST TASMAN DRIVE SAN JOSE, CA 95134

EVP, Worldwide Operations

Signatures

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

06/12/2009

**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).
- The option vests as to twenty five percent (25%) of the shares on the one (1) year anniversary of the grant date, and as to the remaining seventy five percent (75%) of the shares thereafter in thirty-six (36) successive equal monthly installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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