#### CHAMBERS JOHN T

Form 4

March 09, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Person

Expires:

Form filed by More than One Reporting

January 31, 2005

0.5

Estimated average

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**OMB APPROVAL** 

response...

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

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person _ CHAMBERS JOHN T			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CISCO SYSTEMS INC [CSCO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
170 WEST TASMAN DRIVE		DRIVE	(Month/Day/Year) 03/05/2010	_X_ Director 10% Owner Selective title Other (specify below) Chairman and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		

#### SAN JOSE, CA 95134

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative Se	curiti	es Acquir	ed, Disposed of,	or Beneficial	ly 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 2 poor Disposed of (Instr. 3, 4 and	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/05/2010		M(1)	1,000,000	A	\$ 16.01	3,876,942	D	
Common Stock	03/05/2010		M <u>(1)</u>	800,000	A	\$ 20.53	4,676,942	D	
Common Stock	03/05/2010		S(1)	1,800,000	D	\$ 25	2,876,942	D	
Common Stock							42,870	I	Child Trust #1
Common Stock							42,869	I	Child Trust #2

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Common Stock	128,948	I	Chambers 2006 GRAT #2
Common Stock	500,000	I	Chambers GRAT #4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 16.01	03/05/2010		M <u>(1)</u>	1,000,000	09/21/2001(2)	08/21/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.53	03/05/2010		M <u>(1)</u>	800,000	01/07/2003(3)	01/07/2011	Commo

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting Owner Plante / Plantess	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
03/09/2010

\*\*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).

Reporting Owners 2

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- (1) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on June 16, 2008.
- (2) The option vested in sixty (60) successive equal monthly installments, with the first installment vesting one (1) month following the grant date.
- (3) The option vested as to twenty percent (20%) of the shares on the one (1) year anniversary of the grant date, and as to the remaining eighty percent (80%) of the shares thereafter in forty-eight (48) 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.