CHANDLER MARK D

Form 4

September 23, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

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

Estimated average burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A CHANDLE		_	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			
170 WEST TASMAN DRIVE			(Month/Day/Year) 09/21/2010	Director 10% Owner _X_ Officer (give title Other (specify below) SVP, LglSrvs, GenCnsl & Secty		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN JOSE,	CA 95134		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deemed		3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	09/21/2010		F	9,337 (1)	D	\$ 21.7499	392,070 (2)	D	
Common Stock	09/21/2010		M	35,000	A	\$ 17.26	427,070 (2)	D	
Common Stock	09/21/2010		S	35,000	D	\$ 21.57	392,070 (2)	D	
Common Stock							237,388	I	by Family Trust (3)
Common Stock							5,600	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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(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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ai Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.26	09/21/2010		M	35,000	11/02/2002(5)	11/02/2010	Common Stock

Reporting Owners

	Relationships			
Reporting Owner Name / Address	•			

10% Owner Officer Director Other

CHANDLER MARK D 170 WEST TASMAN DRIVE SAN JOSE, CA 95134

SVP, LglSrvs, GenCnsl & Secty

Signatures

/s/ Mark D. Chandler by Evan Sloves, Attorney-in-Fact

09/23/2010

**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).
- Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a restricted stock unit award originally reported by the reporting person in a Form 4 filed with the Commission on September 21, 2006.
- (2) Includes 48,060 shares held in an investment retirement account in the name of the reporting person's spouse.
- (3) By Mark Chandler and Christina S. Kenrick Family Trust dated 3/10/97.
- The reporting person is one of three co-trustees and is a remainder beneficiary of the trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

Reporting Owners 2

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(5) 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.