

CISCO SYSTEMS INC
 Form 4
 September 12, 2008

FORM 4

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

OMB APPROVAL

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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)
 09/11/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/11/2008 | | A | | 135,000 (1) \$ 0 | D | |
| Common Stock | 09/11/2008 | | A | | 116,000 (2) \$ 0 | D | |
| Common Stock | 09/11/2008 | | F | | 8,294 (3) \$ 22.99 | D | |
| Common Stock | | | | | 42,870 | I | Child Trust #1 |
| Common Stock | | | | | 42,869 | I | Child Trust #2 |

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- Represents a restricted stock unit ("PRSU") award resulting from the satisfaction of a fiscal 2008 performance condition. Twenty percent
- (2) (20%) of the original number of shares subject to the PRSU vested immediately upon grant, and the remaining shares vest in four (4) successive equal annual installments commencing 9/11/09.
 - (3) Represents shares withheld for payment of tax liability arising as a result of the partial settlement on the grant date of the PRSU described in footnote 2.
 - (4) Includes 313,993 shares that were previously reported as indirectly beneficially owned by the Chambers Grantor Retained Annuity Trust Number Three, which were distributed and became directly owned by the reporting person on September 5, 2008, pursuant to the terms of that trust which provided for annual annuity distributions from that trust to its grantor.

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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