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CISCO SYSTEMS, INC.

Reported by

CHANDLER MARK D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/12/08 for the Period Ending 09/11/08

Address	170 WEST TASMAN DR SAN JOSE, CA 95134-1706
Telephone	4085264000
CIK	0000858877
Symbol	CSCO
SIC Code	3576 - Computer Communications Equipment
Industry	Communications Equipment
Sector	Technology
Fiscal Year	07/28

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CHANDLER MARK D	**CISCO SYSTEMS INC [CSCO]**	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	_____ Director _____ 10% Owner
170 WEST TASMAN DRIVE	**9/11/2008**	__ **X** __ Officer (give title below) _____ Other (specify below)
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	**SVP, LglSrvs, GenCnsl & Secty**
SAN JOSE, CA 95134		6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		_ **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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	**9/11/2008**		**A**		**31500** (1)	**A**	**$0**	**177754** (4)	**D**	
Common Stock	**9/11/2008**		**A**		**38666** (2)	**A**	**$0**	**216420** (4)	**D**	
Common Stock	**9/11/2008**		**F**		**2765** (3)	**D**	**$22.99**	**213655** (4)	**D**	
Common Stock								**237388**	**I**	**by Family Trust** (5)
Common Stock								**5600**	**I**	**by Trust** (6)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Represents a restricted stock unit award that vests in four (4) successive equal annual installments, with the first twenty-five percent (25%) of the shares vesting on the one (1) year anniversary of the grant date.

(2) Represents a restricted stock unit ("PRSU") award resulting from the satisfaction of a fiscal 2008 performance condition. Twenty percent (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 48,060 shares held in an investment retirement account in the name of the reporting person's spouse.

(5) By Mark Chandler and Christina S. Kenrick Family Trust dated 3/10/97.

(6) 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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANDLER MARK D 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			**SVP, LglSrvs, GenCnsl & Secty**	

Signatures

/s/ Mark Chandler by Evan Sloves, Attorney-in-Fact	**9/12/2008**
** Signature of Reporting Person	Date

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

***** 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).

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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