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CISCO SYSTEMS, INC.

Reported by

HENNESSY JOHN L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/17/06 for the Period Ending 11/15/06

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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CISCO SYSTEMS INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/17/2006 For Period Ending 11/15/2006

Address	170 WEST TASMAN DR
	SAN JOSE, California 95134-1706
Telephone	408-526-4000
CIK	0000858877
Industry	Computer Peripherals
Sector	Technology
Fiscal Year	07/31

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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
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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(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)
HENNESSY JOHN L (Last) (First) (Middle)	**CISCO SYSTEMS INC [CSCO]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
170 WEST TASMAN DRIVE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **11/15/2006**	
SAN JOSE, CA 95134 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **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	**11/15/2006**		**A**		**5000** (1)	**A**	**$0**	**5000**	**D**	
Common Stock	**11/15/2006**		**A**		**1409** (2)	**A**	**$26.60**	**6409**	**D**	
Common Stock	**11/16/2006**		**G**		**1409** (2)	**D**	**$0**	**5000**	**D**	
Common Stock	**11/16/2006**		**G**		**1409** (2)	**A**	**$0**	**10767**	**I**	**by Trust** (3)

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				
Non-Qualified Stock Option (right to buy)	**$26.60**	**11/15/2006**		**A**		**15000**		(4)	**11/15/2015**	**Common Stock**	**15000**	**$0**	**15000**	**D**	

Explanation of Responses:

(1) Represents 5,000 shares of restricted stock which shares will fully vest upon the completion of one year of board service measured from November 15, 2006.

(2) Shares were acquired in lieu of a portion of the director's regular annual cash retainer.

(3) Of these shares 7,767 shares are held in a revocable trust of which the Reporting Person and his spouse are beneficiaries and trustees, and 3,000 shares are held in trust for the benefit of the Reporting Person's children.

(4) The option is immediately exercisable for all of the option shares. However, any shares purchased under the option will be subject to

repurchase by the Issuer, at the exercise price paid per share, upon the Reporting Person's cessation of service as a member of the Issuer's Board of Directors prior to vesting in those shares. The shares subject to the option will vest in two successive equal annual installments upon the Reporting Person's completion of each year of service as a member of the Issuer's Board of Directors over the two (2)-year period measured from November 15, 2006.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY JOHN L 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	**X**			

Signatures

/s/ John L. Hennessy by Evan Sloves, Attorney-in-fact **11/16/2006**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the
undersigned hereby constitutes
and appoints Jonathan Chadwick, Mark
Chandler, Dennis Powell, Betsy Rafael
and Evan Sloves, and
each of them, his or her true and lawful attorney-in-fact to:
(1) execute for and on behalf of the undersigned, in the undersigneds capacity as a representative of Cisco Systems, Inc. (the Company), any and all Form ID, or Form 3, 4 or 5 reports required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder with respect to transactions in Cisco securities;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, or Form 3, 4 or 5 report and timely file such report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned,it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite,necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall
lawfully do or cause to be done by
virtue of this Power of Attorney and the rights and powers herein granted.
The undersigned acknowledges that no such attorney-in-fact, in serving in such
capacity at the request of the undersigned, is hereby assuming, nor is the
Company hereby assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 or 5 reports with respect to the undersigneds holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has
caused this Power of Attorney to be
executed as of this 15th day of November, 2006.

Signature: /s/ John Hennessy
Printed Name: John Hennessy