

# **CISCO SYSTEMS, INC.**

Reported by  
**JUSTICE RICHARD J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/18/06 for the Period Ending 08/16/06

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

# CISCO SYSTEMS INC

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 8/18/2006 For Period Ending 8/16/2006

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  
Expires: January 31, 2008  
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)
<b>JUSTICE RICHARD J</b>	<b>CISCO SYSTEMS INC [ CSCO ]</b>	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
<b>170 WEST TASMAN DRIVE</b>	<b>8/16/2006</b>	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	<b>SVP, WW Field Operations</b>
<b>SAN JOSE, CA 95134</b>		6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
		<input type="checkbox"/> 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	8/16/2006		M (1)		196667	A	\$16.01	205690	D	
Common Stock	8/16/2006		M (1)		44999	A	\$16.15	250689	D	
Common Stock	8/16/2006		M (1)		12500	A	\$9.749	263189	D	
Common Stock	8/16/2006		M (1)		45834	A	\$13.04	309023	D	
Common Stock	8/16/2006		S (1)		98032	D	\$21.01	210991	D	
Common Stock	8/16/2006		S (1)		1000	D	\$21.005	209991	D	
Common Stock	8/16/2006		S (1)		200968	D	\$21	9023	D	
Common Stock								9460	I	1990 Justice Family Trust

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$16.01	8/16/2006		M (1)		196667	9/21/2001 (2)	8/21/2010	Common Stock	196667	\$0	3333	D	
Non-Qualified Stock Option (right to buy)	\$16.15	8/16/2006		M (1)		44999	4/5/2003 (3)	4/5/2011	Common Stock	44999	\$0	205001	D	

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$9.749	8/16/2006		M (1)		12500	10/10/2003 (3)	10/10/2011	Common Stock	12500	\$0	58333	D	
Non-Qualified Stock Option (right to buy)	\$13.04	8/16/2006		M (1)		45834	4/10/2004 (3)	4/10/2012	Common Stock	45834	\$0	83333	D	

**Explanation of Responses:**

- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 12, 2006.
- (2) The option shall vest in sixty (60) successive equal monthly installments following the grant date.
- (3) The option shall vest 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JUSTICE RICHARD J 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			SVP, WW Field Operations	

**Signatures****Richard J. Justice by Mark Chandler, Attorney-in-Fact****8/18/2006**

\*\* 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.

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