CISCO SYSTEMS INC

Form 4

September 12, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr JUSTICE RICI	*	ng Person *	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	(Shooth an applicable)			
			(Month/Day/Year)	Director 10% Owner			
170 WEST TASMAN DRIVE			09/11/2008	_X_ Officer (give title Other (specify below) EVP, WW Oper & Bus Dev			
(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 Reportin			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/11/2008		A	75,000 (1)	A	\$0	155,000	D	
Common Stock	09/11/2008		A	73,466 (2)	A	\$0	228,466	D	
Common Stock	09/11/2008		F	6,723 (3)	D	\$ 22.99	213,773 (4)	D	
Common Stock							39,145 <u>(5)</u>	I	by the 1990 Justice Family

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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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities			(Instr.	3 and 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
						Exercisable	*	Title	Number			
										of		
					Code V	I(A)(D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JUSTICE RICHARD J 170 WEST TASMAN DRIVE SAN JOSE, CA 95134

EVP, WW Oper & Bus Dev

Signatures

/s/ Richard J. Justice by Evan Sloves, Attorney-in-Fact

09/12/2008

**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).
- (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.
- 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)

Reporting Owners 2

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Excludes 7,970 shares issued upon partial settlement of the PRSU described in footnote 2 that were transferred immediately to the 1990 Justice Family Trust following the withholding of shares described in footnote 3.

(5) Includes the 7,970 shares described in footnote 4.

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.