#### CARTER LARRY R

Form 4 March 09, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * CARTER LARRY R			2. Issuer Name <b>and</b> Ticker or Trading Symbol CISCO SYSTEMS, INC. [CSCO]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
(Dust)	(11151)	(iviidale)	(Month/Day/Year)	X Director 10% Owner		
170 WEST TASMAN DRIVE		ORIVE	03/08/2012	Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SAN JOSE,	CA 95134			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/20/2011		G	V	59,244	D	\$ 0	31,581	D	
Common Stock	12/20/2011		G	V	59,244	A	\$ 0	61,832	I	by Trust
Common Stock	03/08/2012		M(2)		250,000	A	\$ 13.04	281,581	D	
Common Stock	03/08/2012		S(2)		250,000	D	\$ 19.6715 (3)	31,581	D	
Common Stock								3,400	I	by Carter Living

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Trust

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

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SEC 1474

(9-02)

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)				Underlying S (Instr. 3 and
	Security				(Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.04	03/08/2012		M(2)	250,000	04/10/2004(4)	04/10/2012	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
CARTER LARRY R 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X						

## **Signatures**

/s/ Larry R. Carter by Evan Sloves,
Attorney-in-Fact
03/09/2012

\*\*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) Shares held by the Carter Revocable Trust dated October 18, 1994.
- (2) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 24, 2011.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$19.54 to \$19.78. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

**(4)** 

Reporting Owners 2

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The option vested 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.

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.