

CISCO SYSTEMS INC
Form 4
June 13, 2008

FORM 4

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

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAMBERS JOHN T

(Last) (First) (Middle)

170 WEST TASMAN DRIVE

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CISCO SYSTEMS INC [CSCO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	05/30/2008		G ⁽¹⁾	V 85,739 D \$ 0 0		I	Chambers 2006 GRAT #1
Common Stock	05/30/2008		G ⁽¹⁾	V 42,870 A \$ 0 42,870		I	Child Trust #1
Common Stock	05/30/2008		G ⁽¹⁾	V 42,869 A \$ 0 42,869		I	Child Trust #2
Common Stock					2,953,687 ⁽²⁾	D	
Common Stock					281,207	I	Chambers 2006

Common Stock		400,000 ⁽³⁾	I	GRAT #2 Chambers GRAT #3
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAMBERS JOHN T 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X		Chairman and CEO	

Signatures

/s/ John T. Chambers by Evan Sloves,
Attorney-in-Fact

06/13/2008

__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) Distribution, pursuant to the terms of the Chambers 2006 Annuity Trust Number One, at its termination date, of the remaining assets of the Chambers 2006 Annuity Trust Number One to the holders of the remainder interest thereunder. The distributees consist of two trusts, each for the benefit of a child of the reporting person.

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- Includes 414,261 shares that were previously reported as indirectly beneficially owned by the Chambers 2006 Annuity Trust Number One, of which 209,201 and 205,060 shares were distributed and became directly owned by the reporting person on May 30, 2007 and May 30, 2008, respectively, pursuant to the terms of that trust which provided for annual annuity distributions from that trust to its
- (2) grantor. Includes 218,793 shares that were previously reported as indirectly beneficially owned by the Chambers 2006 Annuity Trust Number Two, of which 110,490 and 108,303 shares were distributed and became directly owned by the reporting person on May 30, 2007 and May 30, 2008, respectively, pursuant to the terms of that trust which provide for annual annuity distributions from that trust to its grantor.
 - (3) These shares were previously reported as directly beneficially owned but were contributed to the Chambers Grantor Retained Annuity Trust Number Three on September 5, 2007.

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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