LLOYD ROBERT WAYNE
Form 3
May 01, 2009

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â LLOYD ROBERT WAYNE
(Last) (First) (Middle)

170 WEST TASMAN DRIVE
(Street)

SAN JOSE,Â CAÂ 95134
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/26/2009

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
EVP, Worldwide Operations

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	514,760 (1) (2)	D	Â
Common Stock	1,649	I	by Child
Common Stock	1,649	I	by Child

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Stock Option (right to buy)	09/01/2001(3)	09/01/2009	Common Stock	15,000	$ 68.5625	D	Â
Non-Qualified Stock Option (right to buy)	11/13/2001(3)	11/13/2009	Common Stock	90,000	$ 50.375	D	Â
Non-Qualified Stock Option (right to buy)	09/02/2004(3)	09/02/2012	Common Stock	60,000	$ 19.59	D	Â
Non-Qualified Stock Option (right to buy)	08/23/2005(3)	08/23/2013	Common Stock	120,000	$ 19.18	D	Â
Non-Qualified Stock Option (right to buy)	06/10/2006(3)	06/10/2014	Common Stock	700,000	$ 19.24	D	Â
Non-Qualified Stock Option (right to buy)	09/29/2006(3)	09/29/2014	Common Stock	250,000	$ 17.86	D	Â
Non-Qualified Stock Option (right to buy)	09/21/2007(3)	09/21/2015	Common Stock	200,000	$ 23.01	D	Â
Non-Qualified Stock Option (right to buy)	09/20/2008(3)	09/20/2016	Common Stock	240,000	$ 32.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LLOYD ROBERT WAYNE 170 WEST TASMAN DRIVE SAN JOSE,Â CAÂ 95134	Â	Â	Â EVP, Worldwide Operations	Â

Signatures

/s/ Robert Wayne Lloyd by Evan Sloves, Attorney-in-Fact	05/01/2009
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes: (i) the 120,000 remaining unvested shares of a restricted stock unit award originally granted with respect to 200,000 shares of common stock on September 21, 2006, which award vests in five (5) successive equal annual installments on the first through the fifth anniversaries of the grant date; (ii) the 24,747 remaining unvested shares of a restricted stock unit award originally granted with respect to 30,933 shares of common stock on September 11, 2008, resulting from the satisfaction of a fiscal 2008 performance condition, of which award twenty percent (20%) of the original number of shares vested immediately upon grant, and the remaining shares vest in four (4) successive equal annual installments commencing 9/11/09; (Continued on Footnote 2)

(2)

(Continued from Footnote 1): (iii) a restricted stock unit award with respect to 75,000 shares of common stock, which award was granted on September 11, 2008 and which 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; (iv) a restricted stock unit award with respect to 175,000 shares of common stock, which award was granted on March 12, 2009 and which 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; and (v) a restricted stock unit award with respect to 100,000 shares of common stock, which award was granted on March 12, 2009 and which vests in its entirety on the four (4) year anniversary of the grant date.

(3) The option vests as to twenty percent (20%) of the shares originally granted 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.
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