

CHANDLER MARK D

Form 4

April 06, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHANDLER MARK D

(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)

04/04/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, LglSrvs, GenCnsl & Secty

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 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)
Common Stock	04/04/2011		M ⁽¹⁾	30,000 A	\$ 16.15	444,090 ⁽²⁾	D
Common Stock	04/04/2011		S ⁽¹⁾	30,000 D	\$ 17.02	414,090 ⁽²⁾	D
Common Stock					19,776 ⁽³⁾	I	by Family Trust ⁽⁴⁾
Common Stock					5,600	I	by Trust ⁽⁵⁾

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 Underlying Se (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 16.15	04/04/2011		M ⁽¹⁾	30,000	04/05/2003 ⁽⁶⁾ 04/05/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANDLER MARK D 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			SVP, LglSrvs, GenCnsl & Secty	

Signatures

/s/ Mark D. Chandler by Evan Sloves,
Attorney-in-Fact

04/04/2011

__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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on December 17, 2010.

Since the reporting person's last Form 4 filing, the reporting person transferred 86,786 shares previously reported as directly owned in a transaction exempt from reporting under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and

(2) such shares are no longer beneficially owned by the reporting person. Also includes 108,806 shares that were previously reported as indirectly beneficially owned by Family Trust which were distributed and became directly owned by the reporting person pursuant to a transaction exempt from reporting under Section 16(a) of the Exchange Act.

Since the reporting person's last Form 4 filing, the reporting person transferred 108,806 shares previously reported as indirectly owned by Family Trust in a transaction exempt from reporting under Section 16(a) of the Exchange Act, and such shares are no longer beneficially

(3) owned by the reporting person. Also excludes the 108,806 shares that were previously reported as indirectly beneficially owned by Family Trust which were distributed and became directly owned by the reporting person as described in footnote (2) above.

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- (4) By Mark Chandler and Christina S. Kenrick Family Trust dated 3/10/97.

The reporting person is one of three co-trustees and is a remainder beneficiary of the trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

- (5) 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.
- (6) Since the last reporting of this stock option, the reporting person transferred 30,000 of the underlying securities in a transaction exempt from reporting under Section 16(a) of the Exchange Act, and such securities are no longer beneficially owned by the reporting person.

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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