

JUSTICE RICHARD J
Form 4
August 18, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
JUSTICE RICHARD J

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)
170 WEST TASMAN DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2006

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

SVP, WW Field Operations

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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	08/16/2006		M ⁽¹⁾		196,667	A	\$ 16.01 205,690	D
Common Stock	08/16/2006		M ⁽¹⁾		44,999	A	\$ 16.15 250,689	D
Common Stock	08/16/2006		M ⁽¹⁾		12,500	A	\$ 9.749 263,189	D
Common Stock	08/16/2006		M ⁽¹⁾		45,834	A	\$ 13.04 309,023	D
Common Stock	08/16/2006		S ⁽¹⁾		98,032	D	\$ 21.01 210,991	D

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Common Stock	08/16/2006	<u>S</u> (1)	1,000	D	\$ 21.005	209,991	D	
Common Stock	08/16/2006	<u>S</u> (1)	200,968	D	\$ 21	9,023	D	
Common Stock						9,460	I	1990 Justice Family 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)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 16.01	08/16/2006		<u>M</u> (1)	196,667	09/21/2001 ⁽²⁾	08/21/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.15	08/16/2006		<u>M</u> (1)	44,999	04/05/2003 ⁽³⁾	04/05/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.749	08/16/2006		<u>M</u> (1)	12,500	10/10/2003 ⁽³⁾	10/10/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.04	08/16/2006		<u>M</u> (1)	45,834	04/10/2004 ⁽³⁾	04/10/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JUSTICE RICHARD J 170 WEST TASMAN DRIVE			SVP, WW Field Operations	

SAN JOSE, CA 95134

Signatures

Richard J. Justice by Mark Chandler,
Attorney-in-Fact

08/18/2006

__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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 12, 2006.
- (2) The option shall vest in sixty (60) successive equal monthly installments following the grant date.
- (3) The option shall vest 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.

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