

CISCO SYSTEMS, INC.  
Form 4  
February 15, 2012

**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)  
02/13/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/13/2012                           |  | M <sup>(1)</sup>               | 500,000 A   | \$ 13.04 2,893,595 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 02/13/2012                           |  | S <sup>(1)</sup>               | 500,000 D   | \$ 19.993 2,393,595 <sup>(2)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   | 164,485   | I  | Chambers 2013 GRAT #1                                 |
| Common Stock                    |                                      |  |                                |   | 227,856   | I  | Chambers 2015 GRAT #1                                 |

|              |         |   |                       |
|--------------|---------|---|-----------------------|
| Common Stock | 254,964 | I | Chambers 2017 GRAT #1 |
| Common Stock | 150,285 | I | Chambers 2012 GRAT    |
| Common Stock | 45,538  | I | Child Trust #1        |
| Common Stock | 45,537  | I | Child Trust #2        |

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

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**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)  | \$ 13.04   | 02/13/2012                           |  | M <sup>(1)</sup>               | 500,000   | 04/10/2004 <sup>(4)</sup> 04/10/2012                     | Common Stock                                      |       |

## Reporting Owners

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

## Signatures

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

02/15/2012

        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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 23, 2011.

Includes 181,745 shares that were previously reported as indirectly beneficially owned by the Chambers Grantor Retained Annuity Trust Number Four (Chambers GRAT #4), which were distributed and became directly owned by the reporting person on November 30, 2011, pursuant to the terms of that trust which provide for annual annuity distributions from that trust to its grantor. The Chambers GRAT #4 terminated on November 30, 2011. Also includes 179,715 shares that were previously reported as indirectly beneficially owned by the Chambers 2012 GRAT, which were distributed and became directly owned by the reporting person on December 22, 2011, pursuant to the terms of that trust which provide for annual annuity distributions from that trust to its grantor.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$19.90 to \$20.06. 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) 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.

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