

CISCO SYSTEMS INC

Form 4

August 16, 2006

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 *
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)
08/15/2006

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)

President/ 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 | 08/15/2006 | | S ⁽¹⁾ | | 24,300 | D | \$ 20.53 |
| Common Stock | 08/15/2006 | | S ⁽¹⁾ | | 16,100 | D | \$ 20.52 |
| Common Stock | 08/15/2006 | | S ⁽¹⁾ | | 9,200 | D | \$ 20.51 |
| Common Stock | 08/15/2006 | | S ⁽¹⁾ | | 15,200 | D | \$ 20.5 |
| Common Stock | 08/15/2006 | | S ⁽¹⁾ | | 9,200 | D | \$ 20.49 |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|----------|--------------------|---|
| Common Stock | 08/15/2006 | <u>S(1)</u> | 7,500 | D | \$ 20.48 | 2,852,594 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 15,490 | D | \$ 20.46 | 2,837,104 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 19,750 | D | \$ 20.45 | 2,817,354 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 6,850 | D | \$ 20.44 | 2,810,504 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 15,800 | D | \$ 20.43 | 2,794,704 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 20,200 | D | \$ 20.42 | 2,774,504 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 48,810 | D | \$ 20.41 | 2,725,694 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 8,400 | D | \$ 20.4 | 2,717,294 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 44,276 | D | \$ 20.39 | 2,673,018 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 29,227 | D | \$ 20.38 | 2,643,791 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 7,500 | D | \$ 20.37 | 2,636,291 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 8,700 | D | \$ 20.36 | 2,627,591 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 29,173 | D | \$ 20.35 | 2,598,418 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 19,000 | D | \$ 20.34 | 2,579,418 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 9,800 | D | \$ 20.33 | 2,569,618 | D |
| Common Stock | 08/15/2006 | <u>S(1)</u> | 18,800 | D | \$ 20.31 | 2,550,818 | D |
| Common Stock | | | | | | 500,000 <u>(2)</u> | I |
| Common Stock | | | | | | 500,000 <u>(3)</u> | I |

Chambers
2006
GRAT #1

Chambers
2006
GRAT #2

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ 08/15/2006

**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 August 17, 2004.
- (2) These shares were previously reported as directly beneficially owned but were contributed to the Chambers 2006 Annuity Trust Number One on May 30, 2006.
- (3) These shares were previously reported as directly beneficially owned but were contributed to the Chambers 2006 Annuity Trust Number Two on May 30, 2006.

Remarks:

2 of 2 Forms 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.