

Giancarlo Charles H
Form 4
December 01, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Giancarlo Charles H

(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)
11/29/2006

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 ____ Other (specify
below) below)

SVP, Chief Development Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/29/2006		M		810,000	A	\$ 11.7396
Common Stock	11/29/2006		M		142,917	A	\$ 9.749
Common Stock	11/29/2006		M		125,417	A	\$ 13.04
Common Stock	11/29/2006		S		41,060	D	\$ 27.26
Common Stock	11/29/2006		S		33,940	D	\$ 27.25

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Common Stock	11/29/2006	S	62,616	D	\$ 27.17	1,049,899	D	
Common Stock	11/29/2006	S	12,384	D	\$ 27.16	1,037,515	D	
Common Stock	11/29/2006	S	75,000	D	\$ 27.15	962,515	D	
Common Stock	11/29/2006	S	150,000	D	\$ 27.1	812,515	D	
Common Stock	11/29/2006	S	127,484	D	\$ 27.08	685,031	D	
Common Stock	11/29/2006	S	165,052	D	\$ 27.07	519,979	D	
Common Stock	11/29/2006	S	35,898	D	\$ 27.06	484,081	D	
Common Stock	11/29/2006	S	74,900	D	\$ 27.05	409,181	D	
Common Stock	11/29/2006	S	62,534	D	\$ 27.03	346,647	D	
Common Stock	11/29/2006	S	122,776	D	\$ 27.02	223,871	D	
Common Stock	11/29/2006	S	22,550	D	\$ 27.01	201,321	D	
Common Stock	11/29/2006	S	17,140	D	\$ 27	184,181	D	
Common Stock	11/29/2006	S	75,000	D	\$ 26.99	109,181	D	
Common Stock						664,330	I	by Trust (1)
Common Stock						800	I	by M.G. Trust
Common Stock						800	I	by G.G. Trust

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)

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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 A Underlying S (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 11.7396	11/29/2006		M		810,000		04/27/1999 ⁽²⁾	04/27/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.749	11/29/2006		M		142,917		10/10/2003 ⁽³⁾	10/10/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.04	11/29/2006		M		125,417		04/10/2004 ⁽³⁾	04/10/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giancarlo Charles H 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			SVP, Chief Development Officer	

Signatures

/s/ Charles H. Giancarlo by Evan Sloves, his
Attorney-in-Fact

12/01/2006

**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) Shares held by the Giancarlo Family Trust.
- (2) The option vested as to twenty-five percent (25%) of the shares on the one (1) year anniversary of the grant date, and as to the remaining seventy-five percent (75%) of the shares thereafter in thirty-six (36) successive equal monthly installments.
- (3) The option vests 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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