

CISCO SYSTEMS INC

Form 4

March 07, 2007

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 *
POWELL DENNIS 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)

03/05/2007

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, CFO

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	03/05/2007		M ⁽¹⁾		71,250	A \$ 18.57	182,541	D
Common Stock	03/05/2007		M ⁽¹⁾		50,000	A \$ 18.74	232,541	D
Common Stock	03/05/2007		M ⁽¹⁾		71,250	A \$ 16.01	303,791	D
Common Stock	03/05/2007		M ⁽¹⁾		100,000	A \$ 17.26	403,791	D
Common Stock	03/05/2007		M ⁽¹⁾		95,000	A \$ 20.53	498,791	D

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Common Stock	03/05/2007	M ⁽¹⁾	90,000	A	\$ 16.15	588,791	D
Common Stock	03/05/2007	M ⁽¹⁾	132,500	A	\$ 15.42	721,291	D
Common Stock	03/05/2007	M ⁽¹⁾	170,000	A	\$ 14.38	891,291	D
Common Stock	03/05/2007	M ⁽¹⁾	110,000	A	\$ 9.749	1,001,291	D
Common Stock	03/05/2007	M ⁽¹⁾	96,250	A	\$ 13.04	1,097,541	D
Common Stock	03/05/2007	M ⁽¹⁾	285,000	A	\$ 19.59	1,382,541	D
Common Stock	03/05/2007	M ⁽¹⁾	238,333	A	\$ 19.18	1,620,874	D
Common Stock	03/05/2007	M ⁽¹⁾	86,667	A	\$ 17.86	1,707,541	D
Common Stock	03/05/2007	S ⁽¹⁾	1,596,250	D	\$ 25	111,291	D

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 Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 18.57	03/05/2007		M ⁽¹⁾		71,250		06/14/2001 ⁽²⁾	05/14/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.74	03/05/2007		M ⁽¹⁾		50,000		07/13/2002 ⁽³⁾	07/13/2010	Common Stock
Non-Qualified Stock Option	\$ 16.01	03/05/2007		M ⁽¹⁾		71,250		09/21/2001 ⁽²⁾	08/21/2010	Common Stock

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 17.26	03/05/2007	M ⁽¹⁾	100,000	11/02/2002 ⁽³⁾	11/02/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.53	03/05/2007	M ⁽¹⁾	95,000	01/07/2003 ⁽³⁾	01/07/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.15	03/05/2007	M ⁽¹⁾	90,000	04/05/2003 ⁽³⁾	04/05/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.42	03/05/2007	M ⁽¹⁾	132,500	05/10/2003 ⁽³⁾	05/10/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.38	03/05/2007	M ⁽¹⁾	170,000	07/12/2003 ⁽³⁾	07/12/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.749	03/05/2007	M ⁽¹⁾	110,000	10/10/2003 ⁽³⁾	10/10/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.04	03/05/2007	M ⁽¹⁾	96,250	04/10/2004 ⁽³⁾	04/10/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.59	03/05/2007	M ⁽¹⁾	285,000	09/02/2004 ⁽³⁾	09/02/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.18	03/05/2007	M ⁽¹⁾	238,333	08/23/2005 ⁽³⁾	08/23/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.86	03/05/2007	M ⁽¹⁾	86,667	09/29/2006 ⁽³⁾	09/29/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWELL DENNIS D 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			SVP, CFO	

Signatures

/s/ Dennis D. Powell by Evan Sloves,
Attorney-in-Fact

03/07/2007

__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 November 14, 2006.
- (2) The option vested in sixty (60) successive equal monthly installments following the grant date.
- (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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