

CHAMBERS JOHN T
Form 4
June 14, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
05/30/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/30/2010 | | G ⁽¹⁾ | V 5,336 D \$ 0 0 | | I | Chambers 2006 GRAT #2 |
| Common Stock | 05/30/2010 | | G ⁽¹⁾ | V 2,668 A \$ 0 45,538 | | I | Child Trust #1 |
| Common Stock | 05/30/2010 | | G ⁽¹⁾ | V 2,668 A \$ 0 45,537 | | I | Child Trust #2 |
| Common Stock | | | | | 1,760,554 ⁽²⁾ | D | |
| Common Stock | | | | | 500,000 | I | Chambers GRAT #4 |

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| | | | |
|--------------|------------------------|---|-----------------------|
| Common Stock | 330,000 ⁽³⁾ | I | Chambers 2013 GRAT #1 |
| Common Stock | 330,000 ⁽⁴⁾ | I | Chambers 2015 GRAT #1 |
| Common Stock | 330,000 ⁽⁵⁾ | I | Chambers 2017 GRAT #1 |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

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

06/14/2010

__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) Distribution, pursuant to the terms of the Chambers 2006 Annuity Trust Number Two, at its termination date, of the remaining assets of the Chambers 2006 Annuity Trust Number Two to the holders of the remainder interest thereunder. The distributees consist of two trusts, each for the benefit of a child of the reporting person.

(2) Includes 123,612 shares that were previously reported as indirectly beneficially owned by the Chambers 2006 Annuity Trust Number Two, which were distributed and became directly owned by the reporting person on May 30, 2010, pursuant to the terms of that trust which provide for annual annuity distributions from that trust to its grantor.

(3) These shares were previously reported as directly beneficially owned but were contributed to the Chambers 2013 GRAT #1 on May 25, 2010.

(4) These shares were previously reported as directly beneficially owned but were contributed to the Chambers 2015 GRAT #1 on May 25, 2010.

(5) These shares were previously reported as directly beneficially owned but were contributed to the Chambers 2017 GRAT #1 on May 25, 2010.

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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