

CISCO SYSTEMS INC
 Form 4
 June 06, 2008

FORM 4

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

OMB APPROVAL

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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 *
POND RANDALL E

(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)
 06/05/2008

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)
 EVP, Ops, Processes & Systems

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/05/2008		M ⁽¹⁾		20,833	A	\$ 13.04
Common Stock	06/05/2008		M ⁽¹⁾		92,233	A	\$ 19.59
Common Stock	06/05/2008		M ⁽¹⁾		412,300	A	\$ 19.18
Common Stock	06/05/2008		M ⁽¹⁾		49,584	A	\$ 17.86
Common Stock	06/05/2008		S ⁽¹⁾		44,564	D	\$ 27.53

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Common Stock	06/05/2008	S ⁽¹⁾	1,936	D	\$ 27.52	642,056	D	
Common Stock	06/05/2008	S ⁽¹⁾	9,365	D	\$ 27.51	632,691	D	
Common Stock	06/05/2008	S ⁽¹⁾	519,085	D	\$ 27.5	113,606	D	
Common Stock						36,484	I	By 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)

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	06/05/2008		M ⁽¹⁾	20,833	04/10/2004 ⁽²⁾	04/10/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.59	06/05/2008		M ⁽¹⁾	92,233	09/02/2004 ⁽²⁾	09/02/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.18	06/05/2008		M ⁽¹⁾	412,300	08/23/2005 ⁽²⁾	08/23/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.86	06/05/2008		M ⁽¹⁾	49,584	09/29/2006 ⁽²⁾	09/29/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP, Ops, Processes & Systems	

POND RANDALL E
170 WEST TASMAN DRIVE
SAN JOSE, CA 95134

Signatures

/s/ Randall E. Pond by Evan Sloves,
Attorney-in-Fact

06/06/2008

__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 September 5, 2007.

(2) 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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