#### CISCO SYSTEMS INC

Form 4

November 16, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BARTZ CAROL			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CISCO SYSTEMS INC [CSCO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
170 WEST TASMAN DRIVE			11/15/2006	Officer (give title Delow) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SAN JOSE, CA 95134				Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)			Securities I	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and (A) or	5)	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	11/15/2006		Code V A	Amount 5,000 (1)	(D)	Price \$ 0	5,000	D	
Common Stock	11/15/2006		A	704 (2)	A	\$ 26.6	5,704	D	
Common Stock							2,628	I	by Spouse
Common Stock							95,540	I	by Trust (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5. Number of	6. Date Exer		7. Title and	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if			Expiration Date		Underlying Securit	
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amo or Num
				Code V	(A) (D)		Dute		of Sh
Non-Qualified								Common	
Stock Option (right to buy)	\$ 26.6	11/15/2006		A	15,000	<u>(4)</u>	11/15/2015	Stock	15,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
BARTZ CAROL 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X						

## **Signatures**

/s/ Carol Bartz by Evan Sloves,
Attorney-in-fact

11/16/2006

\*\*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) Represents 5,000 shares of restricted stock which shares will fully vest upon the completion of one year of board service measured from November 15, 2006.
- (2) Shares were acquired in lieu of a portion of the director's regular annual cash retainer.
- (3) Carol Ann Bartz Trust.
  - The option is immediately exercisable for all of the option shares. However, any shares purchased under the option will be subject to repurchase by the Issuer, at the exercise price paid per share, upon the Reporting Person's cessation of service as a member of the Issuer's
- (4) Board of Directors prior to vesting in those shares. The shares subject to the option will vest in two successive equal annual installments upon the Reporting Person's completion of each year of service as a member of the Issuer's Board of Directors over the two (2)-year period measured from November 15, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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tential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display currently valid OMB number.	/S