

CARTER LARRY R
Form 4
March 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
CARTER LARRY R

2. Issuer Name and Ticker or Trading Symbol
CISCO SYSTEMS INC [CSCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
170 WEST TASMAN DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN JOSE, CA 95134

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/21/2011 | | M | V Amount (A) or (D) Price | 125,000 A \$ 16.15 201,876 | D | |
| Common Stock | 03/21/2011 | | S | 125,000 D \$ 17.5003 (1) | 76,876 | D | |
| Common Stock | 03/22/2011 | | M | 125,000 A \$ 16.15 201,876 | | D | |
| Common Stock | 03/22/2011 | | S | 125,000 D \$ 17.52 (2) | 76,876 | D | |
| Common Stock | | | | | 2,588 | I | by Trust (3) |

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| | | | | | | | |
|-----------------|--|--|--|-------|---|--|------------------------------|
| Common Stock | | | | 3,400 | I | | by Carter Living Trust |
|-----------------|--|--|--|-------|---|--|------------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 16.15 | 03/21/2011 | | M | 125,000 | 04/05/2003 ⁽⁴⁾ 04/05/2011 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 16.15 | 03/22/2011 | | M | 125,000 | 04/05/2003 ⁽⁴⁾ 04/05/2011 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARTER LARRY R 170 WEST TASMAN DRIVE SAN JOSE, CA 95134 | | X | | |

Signatures

/s/ Larry R. Carter by Evan Sloves,
Attorney-in-Fact

03/23/2011

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 a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$17.50 to \$17.5024. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange

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Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$17.50 to \$17.54. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange
- (2) Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
 - (3) Shares held by the Carter Revocable Trust dated October 18, 1994.
 - (4) The option vested 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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