

CISCO SYSTEMS INC

Form 4

August 29, 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

OMB
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(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)
08/28/2007

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 below) ____ Other (specify below)

EVP, Ops, Processes & Systems

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)
Common Stock	08/28/2007		M	35,641 A \$ 18.57	158,397	D	
Common Stock	08/28/2007		M	125,000 A \$ 16.01	283,397	D	
Common Stock	08/28/2007		M	100,000 A \$ 17.26	383,397	D	
Common Stock	08/28/2007		M	12,667 A \$ 9.749	396,064	D	
Common Stock	08/28/2007		M	14,167 A \$ 13.04	410,231	D	

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Common Stock	08/28/2007	S	100	D	\$ 30.745	410,131	D	
Common Stock	08/28/2007	S	100	D	\$ 30.7425	410,031	D	
Common Stock	08/28/2007	S	35,058	D	\$ 30.74	374,973	D	
Common Stock	08/28/2007	S	46,522	D	\$ 30.73	328,451	D	
Common Stock	08/28/2007	S	205,695	D	\$ 30.72	122,756	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)	\$ 18.57	08/28/2007		M	35,641	06/14/2001 ⁽¹⁾ 05/14/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.01	08/28/2007		M	125,000	09/21/2001 ⁽¹⁾ 08/21/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.26	08/28/2007		M	100,000	11/02/2002 ⁽²⁾ 11/02/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.749	08/28/2007		M	12,667	10/10/2003 ⁽²⁾ 10/10/2011	Common Stock
Non-Qualified Stock Option	\$ 13.04	08/28/2007		M	14,167	04/10/2004 ⁽²⁾ 04/10/2012	Common Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POND RANDALL E 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			EVP, Ops, Processes & Systems	

Signatures

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

08/29/2007

__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) The option vested in sixty (60) successive equal monthly installments following the grant date.
- (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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