

CISCO SYSTEMS INC
Form 4
June 13, 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 *
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)
05/30/2008

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)
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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/30/2008 | | G ⁽¹⁾ | V 85,739 D \$ 0 0 | | I | Chambers 2006 GRAT #1 |
| Common Stock | 05/30/2008 | | G ⁽¹⁾ | V 42,870 A \$ 0 42,870 | | I | Child Trust #1 |
| Common Stock | 05/30/2008 | | G ⁽¹⁾ | V 42,869 A \$ 0 42,869 | | I | Child Trust #2 |
| Common Stock | | | | | 2,953,687 ⁽²⁾ | D | |
| Common Stock | | | | | 281,207 | I | Chambers 2006 |

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- Includes 414,261 shares that were previously reported as indirectly beneficially owned by the Chambers 2006 Annuity Trust Number One, of which 209,201 and 205,060 shares were distributed and became directly owned by the reporting person on May 30, 2007 and May 30, 2008, respectively, pursuant to the terms of that trust which provided for annual annuity distributions from that trust to its
- (2) grantor. Includes 218,793 shares that were previously reported as indirectly beneficially owned by the Chambers 2006 Annuity Trust Number Two, of which 110,490 and 108,303 shares were distributed and became directly owned by the reporting person on May 30, 2007 and May 30, 2008, respectively, 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 Grantor Retained Annuity Trust Number Three on September 5, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.