

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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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.

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.