

CARTER LARRY R
Form 4
September 14, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2009

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

(Street)

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

SAN JOSE, CA 95134

(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	09/10/2009		M	V Amount (A) or (D) Price	\$ 248,690	D	
Common Stock	09/10/2009		S	13,700 D \$ 23.02	234,990	D	
Common Stock	09/10/2009		S	36,300 D \$ 23.01	198,690	D	
Common Stock	09/10/2009		S	125,000 D \$ 23	73,690	D	
Common Stock	09/10/2009		S	25,000 D \$ 22.99	48,690	D	
	09/11/2009		F	221 ⁽¹⁾ D	48,469	D	

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- (1) Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a restricted stock unit award originally reported by the reporting person in a Form 4 filed with the Commission on September 12, 2008.
- (2) Shares held by the Carter Revocable Trust dated October 18, 1994.
- (3) The option vested in sixty (60) successive equal monthly installments following the vest date.

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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