

CARTER LARRY R
Form 4
September 14, 2009

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 *
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)
09/10/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/10/2009		M		200,000	A	\$ 18.57
Common Stock	09/10/2009		S		13,700	D	\$ 23.02
Common Stock	09/10/2009		S		36,300	D	\$ 23.01
Common Stock	09/10/2009		S		125,000	D	\$ 23
Common Stock	09/10/2009		S		25,000	D	\$ 22.99
	09/11/2009		F		221 ⁽¹⁾	D	48,469

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Common Stock	\$			
	23.01			
Common Stock		2,588	I	by Trust (2)
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.

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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	09/10/2009		M	200,000	06/14/2001 ⁽³⁾ 05/14/2010	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

09/14/2009

__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).

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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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