

Giancarlo Charles H
 Form 4
 December 01, 2006

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 *
 Giancarlo Charles H

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)
 11/29/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Chief Development Officer

SAN JOSE, CA 95134
 (City) (State) (Zip)

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

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	(A) or (D)	Price
Common Stock	11/29/2006		M		810,000	A	\$ 11.7396
Common Stock	11/29/2006		M		142,917	A	\$ 9.749
Common Stock	11/29/2006		M		125,417	A	\$ 13.04
Common Stock	11/29/2006		S		41,060	D	\$ 27.26
Common Stock	11/29/2006		S		33,940	D	\$ 27.25

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Common Stock	11/29/2006	S	62,616	D	\$ 27.17	1,049,899	D	
Common Stock	11/29/2006	S	12,384	D	\$ 27.16	1,037,515	D	
Common Stock	11/29/2006	S	75,000	D	\$ 27.15	962,515	D	
Common Stock	11/29/2006	S	150,000	D	\$ 27.1	812,515	D	
Common Stock	11/29/2006	S	127,484	D	\$ 27.08	685,031	D	
Common Stock	11/29/2006	S	165,052	D	\$ 27.07	519,979	D	
Common Stock	11/29/2006	S	35,898	D	\$ 27.06	484,081	D	
Common Stock	11/29/2006	S	74,900	D	\$ 27.05	409,181	D	
Common Stock	11/29/2006	S	62,534	D	\$ 27.03	346,647	D	
Common Stock	11/29/2006	S	122,776	D	\$ 27.02	223,871	D	
Common Stock	11/29/2006	S	22,550	D	\$ 27.01	201,321	D	
Common Stock	11/29/2006	S	17,140	D	\$ 27	184,181	D	
Common Stock	11/29/2006	S	75,000	D	\$ 26.99	109,181	D	
Common Stock						664,330	I	by Trust <u>(1)</u>
Common Stock						800	I	by M.G. Trust
Common Stock						800	I	by G.G. 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)

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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)	\$ 11.7396	11/29/2006		M	810,000	04/27/1999 ⁽²⁾ 04/27/2007	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 9.749	11/29/2006		M	142,917	10/10/2003 ⁽³⁾ 10/10/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 13.04	11/29/2006		M	125,417	04/10/2004 ⁽³⁾ 04/10/2012	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giancarlo Charles H 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			SVP, Chief Development Officer	

Signatures

/s/ Charles H. Giancarlo by Evan Sloves, his Attorney-in-Fact 12/01/2006

**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) Shares held by the Giancarlo Family Trust.
 - (2) The option vested as to twenty-five percent (25%) of the shares on the one (1) year anniversary of the grant date, and as to the remaining seventy-five percent (75%) of the shares thereafter in thirty-six (36) successive equal monthly installments.
 - (3) 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. 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.