

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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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)  
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 <sup>(1)</sup>	D	48,469



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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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