

CISCO SYSTEMS, INC.
Form 4
September 23, 2016

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 *
CHANDLER MARK D

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)
09/21/2016

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP, LglSrvs & General Counsel

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)
			Code	V	Amount or (D) Price		
Common Stock	09/21/2016		A	V	56,500 (1)	A	\$ 0 286,628 D
Common Stock	09/23/2016		G	V	62,910	D	\$ 0 223,718 D
Common Stock	09/23/2016		G	V	62,910	A	\$ 0 113,237 I
Common Stock	09/23/2016		S(2)		62,910	D	\$ 31.396 50,327 I
							\$ (3) 400 (4) I

By Mark Chandler Trust
By Mark Chandler Trust
By spouse

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).

- Represents a restricted stock unit award that vests in four (4) successive equal annual installments, with the first twenty-five percent (25%) of the shares vesting on November 20, 2017. Twenty-five percent (25%) of any vested shares underlying the restricted stock unit award will settle upon the reporting person's "separation from service" to Cisco within the meaning of Code Section 409A of the Internal Revenue Code.
- (1) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on June 23, 2016.
 - (2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$31.32 to \$31.77. The reporting person has provided to the issuer, and undertakes to provide to the staff of the 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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (4)

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.