

CISCO SYSTEMS, INC.
 Form 4
 May 27, 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 *
CHAMBERS JOHN T

(Last) (First) (Middle)
 170 WEST TASMAN DRIVE
 (Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CISCO SYSTEMS, INC. [CSCO]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/25/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/25/2016 | | M ⁽¹⁾ | | 125 A \$ 23.4 | D | 1,967,156 ⁽²⁾ |
| Common Stock | 05/25/2016 | | S ⁽¹⁾ | | 250,125 D \$ 28.8886 ⁽³⁾ | D | 1,717,031 |
| Common Stock | 05/26/2016 | | M ⁽¹⁾ | | 291,542 A \$ 23.4 | D | 2,008,573 |
| Common Stock | 05/26/2016 | | S ⁽¹⁾ | | 291,542 D \$ 29 | D | 1,717,031 |
| Common Stock | | | | | | I | 8,724 Chambers 2017 |

| | | | | GRAT #1 |
|--------------|--------|---|--|----------------|
| Common Stock | 45,538 | I | | Child Trust #1 |
| Common Stock | 45,537 | I | | Child Trust #2 |

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 Amount of Underlying Security (Instr. 3 and 4) | 8. An |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 23.4 | 05/25/2016 | | M ⁽¹⁾ | 125 | ⁽⁴⁾ | 11/12/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 23.4 | 05/26/2016 | | M ⁽¹⁾ | 291,542 | ⁽⁴⁾ | 11/12/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAMBERS JOHN T 170 WEST TASMAN DRIVE SAN JOSE, CA 95134 | X | | Executive Chairman | |

Signatures

/s/ John T. Chambers by Evan Sloves,
Attorney-in-Fact

05/27/2016

__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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on February 19, 2016.

Includes 41,365 shares that were previously reported as indirectly beneficially owned by the Chambers 2017 GRAT #1, which were distributed and became directly owned by the reporting person on May 25, 2016, pursuant to the terms of that trust which provide for annual annuity distributions from that trust to its grantor.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$28.52 to \$29.00. 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.

(4) This option is immediately exercisable.

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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