

CISCO SYSTEMS, INC.

Form 4

September 23, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHANDLER MARK D

(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)
09/21/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	09/21/2016		A		56,500 <u>(1)</u>	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 <u>(2)</u>		62,910	D	\$ 31.396 <u>(3)</u>	50,327	I
								400 <u>(4)</u>	I
									By spouse

Common
Stock

Common Stock	600 ⁽⁴⁾	I	By Trust #1
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Common Stock	500 ⁽⁴⁾	I	By Trust #2
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Common Stock	300 ⁽⁴⁾	I	By Trust #3
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
CHANDLER MARK D 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	Director 10% Owner Officer Other SVP, LglSrvs & General Counsel

Signatures

/s/ Mark D. Chandler by Evan Sloves,
Attorney-in-Fact

09/23/2016

**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).

- 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.
- 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.

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