

CISCO SYSTEMS INC
Form 4/A
August 16, 2006

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)
08/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
08/16/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President/ CEO

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	08/15/2006		S ⁽¹⁾		24,300	D	\$ 20.53
Common Stock	08/15/2006		S ⁽¹⁾		16,100	D	\$ 20.52
Common Stock	08/15/2006		S ⁽¹⁾		9,200	D	\$ 20.51
Common Stock	08/15/2006		S ⁽¹⁾		15,200	D	\$ 20.5
Common Stock	08/15/2006		S ⁽¹⁾		9,200	D	\$ 20.49

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Common Stock	08/15/2006	<u>S(1)</u>	7,500	D	\$ 20.48	2,852,594	D	
Common Stock	08/15/2006	<u>S(1)</u>	15,490	D	\$ 20.46	2,837,104	D	
Common Stock	08/15/2006	<u>S(1)</u>	19,750	D	\$ 20.45	2,817,354	D	
Common Stock	08/15/2006	<u>S(1)</u>	6,850	D	\$ 20.44	2,810,504	D	
Common Stock	08/15/2006	<u>S(1)</u>	15,800	D	\$ 20.43	2,794,704	D	
Common Stock	08/15/2006	<u>S(1)</u>	20,200	D	\$ 20.42	2,774,504	D	
Common Stock	08/15/2006	<u>S(1)</u>	48,810	D	\$ 20.41	2,725,694	D	
Common Stock	08/15/2006	<u>S(1)</u>	8,400	D	\$ 20.4	2,717,294	D	
Common Stock	08/15/2006	<u>S(1)</u>	44,276	D	\$ 20.39	2,673,018	D	
Common Stock	08/15/2006	<u>S(1)</u>	29,227	D	\$ 20.38	2,643,791	D	
Common Stock	08/15/2006	<u>S(1)</u>	7,500	D	\$ 20.37	2,636,291	D	
Common Stock	08/15/2006	<u>S(1)</u>	8,700	D	\$ 20.36	2,627,591	D	
Common Stock	08/15/2006	<u>S(1)</u>	29,173	D	\$ 20.35	2,598,418	D	
Common Stock	08/15/2006	<u>S(1)</u>	19,000	D	\$ 20.34	2,579,418	D	
Common Stock	08/15/2006	<u>S(1)</u>	9,800	D	\$ 20.33	2,569,618	D	
Common Stock	08/15/2006	<u>S(1)</u>	18,800	D	\$ 20.31	2,550,818	D	
Common Stock						500,000 <u>(2)</u>	I	Chambers 2006 GRAT #1
Common Stock						500,000 <u>(3)</u>	I	Chambers 2006 GRAT #2

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Mark Chandler, Attorney-in-Fact for John T. Chambers
Date: 08/15/2006

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 17, 2004.
- (2) These shares were previously reported as directly beneficially owned but were contributed to the Chambers 2006 Annuity Trust Number One on May 30, 2006.
- (3) These shares were previously reported as directly beneficially owned but were contributed to the Chambers 2006 Annuity Trust Number Two on May 30, 2006.

Remarks:

This Form 4/A amends and restates the Form 4 filed today on behalf of John T. Chambers solely to complete the conformed s

(2 of 2 Forms 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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