

LLOYD ROBERT WAYNE
Form 3
May 01, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LLOYD ROBERT WAYNE | | (Month/Day/Year) | CISCO SYSTEMS INC [CSCO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/26/2009 | | |
| 170 WEST TASMAN DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Worldwide Operations | |
| SAN JOSE,Â CAÂ 95134 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 514,760 <u>(1)</u> <u>(2)</u> | D | Â |
| Common Stock | 1,649 | I | by Child |
| Common Stock | 1,649 | I | by Child |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Non-Qualified Stock Option (right to buy) | 09/01/2001 ⁽³⁾ | 09/01/2009 | Common Stock | 15,000 | \$ 68.5625 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/13/2001 ⁽³⁾ | 11/13/2009 | Common Stock | 90,000 | \$ 50.375 | D | Â |
| Non-Qualified Stock Option (right to buy) | 09/02/2004 ⁽³⁾ | 09/02/2012 | Common Stock | 60,000 | \$ 19.59 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/23/2005 ⁽³⁾ | 08/23/2013 | Common Stock | 120,000 | \$ 19.18 | D | Â |
| Non-Qualified Stock Option (right to buy) | 06/10/2006 ⁽³⁾ | 06/10/2014 | Common Stock | 700,000 | \$ 19.24 | D | Â |
| Non-Qualified Stock Option (right to buy) | 09/29/2006 ⁽³⁾ | 09/29/2014 | Common Stock | 250,000 | \$ 17.86 | D | Â |
| Non-Qualified Stock Option (right to buy) | 09/21/2007 ⁽³⁾ | 09/21/2015 | Common Stock | 200,000 | \$ 23.01 | D | Â |
| Non-Qualified Stock Option (right to buy) | 09/20/2008 ⁽³⁾ | 09/20/2016 | Common Stock | 240,000 | \$ 32.21 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LLOYD ROBERT WAYNE 170 WEST TASMAN DRIVE SAN JOSE, CA 95134 | Â | Â | Â EVP, Worldwide Operations | Â |

Signatures

/s/ Robert Wayne Lloyd by Evan Sloves,
Attorney-in-Fact

05/01/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes: (i) the 120,000 remaining unvested shares of a restricted stock unit award originally granted with respect to 200,000 shares of common stock on September 21, 2006, which award vests in five (5) successive equal annual installments on the first through the fifth anniversaries of the grant date; (ii) the 24,747 remaining unvested shares of a restricted stock unit award originally granted with respect to 30,933 shares of common stock on September 11, 2008, resulting from the satisfaction of a fiscal 2008 performance condition, of which award twenty percent (20%) of the original number of shares vested immediately upon grant, and the remaining shares vest in four (4) successive equal annual installments commencing 9/11/09; (Continued on Footnote 2)

(2)

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(Continued from Footnote 1): (iii) a restricted stock unit award with respect to 75,000 shares of common stock, which award was granted on September 11, 2008 and which vests in four (4) successive equal annual installments, with the first twenty-five percent (25%) of the shares vesting on the one (1) year anniversary of the grant date; (iv) a restricted stock unit award with respect to 175,000 shares of common stock, which award was granted on March 12, 2009 and which vests in four (4) successive equal annual installments, with the first twenty-five percent (25%) of the shares vesting on the one (1) year anniversary of the grant date; and (v) a restricted stock unit award with respect to 100,000 shares of common stock, which award was granted on March 12, 2009 and which vests in its entirety on the four (4) year anniversary of the grant date.

- (3) The option vests as to twenty percent (20%) of the shares originally granted on the one (1) year anniversary of the grant date, and as to the remaining eighty percent (80%) of the shares thereafter in forty-eight (48) successive equal monthly installments.

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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