

HALLA BRIAN
Form 4
March 29, 2011

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 *
HALLA BRIAN

(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)
03/07/2011

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)

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)
Common Stock	03/07/2011		G	V 322 D \$ 0	1,768 ⁽¹⁾	I	By Family Trust
Common Stock	03/07/2011		G	V 322 A \$ 0	0 ⁽²⁾	I	By Gift Trust #1 ⁽³⁾
Common Stock	03/23/2011		J ⁽⁴⁾	31,806 D ⁽⁴⁾	0 ⁽⁴⁾ ⁽⁵⁾	I	By family limited partnership ⁽⁴⁾
Common Stock					25,005	D	
Common					322 ⁽²⁾	I	By family

Stock						limited partnership in which Gift Trust #1 owns an interest ⁽²⁾
Common Stock		15,903 ⁽⁴⁾	I			By family limited partnership in which Gift Trust #2 owns an interest ⁽⁶⁾
Common Stock		15,903 ⁽⁴⁾	I			By family limited partnership in which Gift Trust #3 owns an interest ⁽⁷⁾

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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

HALLA BRIAN
170 WEST TASMAN DRIVE X
SAN JOSE, CA 95134

Signatures

/s/ Brian Halla by Evan Sloves,
Attorney-in-Fact

03/29/2011

__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) Excludes shares previously held indirectly by the family trust (FT) on March 7, 2011 that were transferred to a family limited partnership (FLP) as described in this Note 1. On March 16, 2011, FT transferred a total of 31,806 shares to FLP, a limited partnership formed in connection with transfers reported on this Form, and in which the reporting person and his spouse are the general partner, solely in their capacity as trustees of Gift Trust #1 (described in Note 3), and the reporting person and his spouse, solely in their capacity as trustees of FT, are the sole limited partners.

(2) Excludes 322 shares previously held indirectly by Gift Trust #1 on March 7, 2011 that the reporting person and his spouse, in their capacity as trustees of Gift Trust #1, transferred to FLP on March 16, 2011. Following said transfer, the reporting person continues to be deemed the beneficial owner of the 322 shares so transferred to and held by FLP, as Gift Trust #1 acquired an equivalent general partner interest in FLP in exchange therefor.

(3) An irrevocable gift trust of which the reporting person and his spouse are trustees and of which the reporting person's adult children are the sole beneficiaries.

(4) The reported securities are held by FLP. On March 23, 2011, the reporting person and his spouse, in their capacity as trustees of FT, divided the limited partner interest described in Note 1 in two equal amounts (each representing an interest in 15,903 of the 32,108 total shares held by FLP), and thereafter sold one of such limited partner interests to Gift Trust #2 (described in Note 6) and the other to Gift Trust #3 (described in Note 7) for an aggregate purchase price of \$194,478 per transaction. Following said transactions, through Gift Trust #1, Gift Trust #2 and Gift Trust #3, the reporting person continues to be deemed the beneficial owner of all 32,128 shares held by FLP. *See* also Notes 2, 6 and 7.

(5) Excludes shares reported as indirectly held in the last three rows of Table I of this Form 4.

(6) An irrevocable trust of which the reporting person and his spouse are trustees and of which one of the reporting person's adult children is the sole beneficiary.

(7) An irrevocable trust of which the reporting person and his spouse are trustees and of which the other adult child of the reporting person is the sole beneficiary.

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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