

# CISCO SYSTEMS INC

Reported by  
**HENNESSY JOHN L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/19/07 for the Period Ending 11/15/07

Address	170 WEST TASMAN DR SAN JOSE, CA 95134-1706
Telephone	4085264000
CIK	0000858877
Symbol	CSCO
SIC Code	3576 - Computer Communications Equipment
Industry	Computer Peripherals
Sector	Technology
Fiscal Year	07/28

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>HENNESSY JOHN L</b> <small>(Last) (First) (Middle)</small>  <b>170 WEST TASMAN DRIVE</b> <small>(Street)</small>  <b>SAN JOSE, CA 95134</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CISCO SYSTEMS INC [ CSCO ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>11/15/2007</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/15/2007		A		5000 (1)	A	\$0	10000	D	
Common Stock	11/15/2007		A		2559 (2)	A	\$29.30	12559	D	
Common Stock								5022	I	by Trust (3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$29.30	11/15/2007		A		15000		(4)	11/15/2016	Common Stock	15000	\$0	15000	D	

**Explanation of Responses:**

- (1) Represents 5,000 shares of restricted stock which shares will fully vest upon the completion of one year of board service measured from November 15, 2007.
- (2) Fully vested deferred stock units were acquired in lieu of the Reporting Person's regular annual cash retainer and will settle in shares on, or as soon as practicable after, the Reporting Person's "separation from service" to Cisco within the meaning of Section 409A of the Internal Revenue Code.
- (3) Shares held by trust.
- (4) The option is immediately exercisable for all of the option shares. However, any shares purchased under the option will be subject to repurchase by the Issuer, at the exercise price paid per share, upon the Reporting Person's cessation of service as a member of the Issuer's

Board of Directors prior to vesting in those shares. The shares subject to the option will vest in two successive equal annual installments upon the Reporting Person's completion of each year of service as a member of the Issuer's Board of Directors over the two (2)-year period measured from November 15, 2007.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HENNESSY JOHN L 170 WEST TASMAN DRIVE SAN JOSE, CA 95134</b>	<b>X</b>			

### Signatures

/s/ John L. Hennessy by Evan Sloves, Attorney-in-fact

11/16/2007

\*\* Signature of Reporting Person

Date

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

\* 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).

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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