

CISCO SYSTEMS, INC.

Form 4

September 13, 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

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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)

09/11/2016

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 \_\_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 09/11/2016                              |                                                             | A                                    | Amount<br>(1)<br>57,308                                                 | (A)<br>or<br>(D)<br>A \$ 0                                                                                         | 287,213                                                                 | D                                                                 |
| Common<br>Stock                       | 09/11/2016                              |                                                             | F                                    | Amount<br>(2)<br>57,085                                                 | D \$ 30.85                                                                                                         | 230,128                                                                 | D                                                                 |
| Common<br>Stock                       | 09/12/2016                              |                                                             | S(3)                                 | 50,049                                                                  | D \$<br>(4)<br>31.138                                                                                              | 50,327                                                                  | I                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 400 (5)                                                                 | I                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 600 (5)                                                                 | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | By Mark<br>Chandler<br>Trust                                      |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | By spouse                                                         |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | By Trust<br>#1                                                    |

|                 |                    |   |                |
|-----------------|--------------------|---|----------------|
| Common<br>Stock | 500 <sup>(5)</sup> | I | By Trust<br>#2 |
| Common<br>Stock | 300 <sup>(5)</sup> | I | By Trust<br>#3 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Amount<br>or<br>Number<br>of<br>Shares              |                                                                                                                         |

## Reporting Owners

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

## Signatures

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

09/13/2016

\_\_\_\_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).

- (1) Represents settlement of a performance-based restricted stock unit ("PRSU") award granted on September 18, 2013 resulting from the satisfaction of performance metrics during the three-year performance period.

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- Represents shares withheld for payment of tax liability arising as a result of the settlement of the PRSU described in footnote 1 and the
- (2) partial settlement of four (4) restricted stock unit awards originally reported by the reporting person in Forms 4 filed with the Commission on September 13, 2012, September 20, 2013, September 12, 2014 and September 11, 2015.
  - (3) 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 \$30.62 to
- (4) \$31.47. 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.
  - (5) 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.

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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