

CISCO SYSTEMS INC
 Form 3/A
 August 08, 2007

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)

<p>1. Name and Address of Reporting Person *</p> <p><u>W</u> <u>Elfrink</u> <u>Wim</u></p> <p>(Last) (First) (Middle)</p> <p>170 WEST TASMAN DRIVE</p> <p>(Street)</p> <p>SAN JOSE, <u>CA</u> <u>95134</u></p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/29/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CISCO SYSTEMS INC [CSCO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CGO and SVP, Customer Advocacy</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/08/2007</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	100,000 ⁽¹⁾	D	<u>W</u>

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	04/05/2000 ⁽²⁾	04/05/2008	Common Stock	320,000	\$ 28.6094	D	Â
Non-Qualified Stock Option (right to buy)	01/24/2001 ⁽³⁾	01/24/2008	Common Stock	80,000	\$ 54.5313	D	Â
Non-Qualified Stock Option (right to buy)	01/24/2001 ⁽²⁾	01/24/2009	Common Stock	120,000	\$ 54.5313	D	Â
Non-Qualified Stock Option (right to buy)	11/03/2001 ⁽³⁾	11/03/2008	Common Stock	60,000	\$ 56.75	D	Â
Non-Qualified Stock Option (right to buy)	11/03/2001 ⁽²⁾	11/03/2009	Common Stock	90,000	\$ 56.75	D	Â
Non-Qualified Stock Option (right to buy)	11/13/2001 ⁽³⁾	11/13/2008	Common Stock	100,000	\$ 50.375	D	Â
Non-Qualified Stock Option (right to buy)	11/13/2001 ⁽²⁾	11/13/2009	Common Stock	150,000	\$ 50.375	D	Â
Non-Qualified Stock Option (right to buy)	11/02/2002 ⁽²⁾	11/02/2010	Common Stock	83	\$ 17.26	D	Â
Non-Qualified Stock Option (right to buy)	01/07/2003 ⁽²⁾	01/07/2011	Common Stock	175,000	\$ 20.53	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2003 ⁽²⁾	04/05/2011	Common Stock	3,667	\$ 16.15	D	Â
Non-Qualified Stock Option (right to buy)	05/10/2003 ⁽²⁾	05/10/2011	Common Stock	5,000	\$ 15.42	D	Â
Non-Qualified Stock Option (right to buy)	10/10/2003 ⁽²⁾	10/10/2011	Common Stock	22,500	\$ 9.749	D	Â
Non-Qualified Stock Option (right to buy)	04/10/2004 ⁽²⁾	04/10/2012	Common Stock	42,200	\$ 13.04	D	Â
Non-Qualified Stock Option (right to buy)	09/02/2004 ⁽²⁾	09/02/2012	Common Stock	450,000	\$ 19.59	D	Â
Non-Qualified Stock Option (right to buy)	08/23/2005 ⁽²⁾	08/23/2013	Common Stock	600,000	\$ 19.18	D	Â
Non-Qualified Stock Option (right to buy)	09/29/2006 ⁽²⁾	09/29/2014	Common Stock	400,000	\$ 17.86	D	Â
Non-Qualified Stock Option (right to buy)	09/21/2007 ⁽²⁾	09/21/2015	Common Stock	400,000	\$ 23.01	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Elfrink Wim
170 WEST TASMAN DRIVE ^ ^ ^ CGO and SVP, Customer Advocacy ^
SAN JOSE, CA 95134

Signatures

/s/Wim Elfrink by Evan Sloves,
Attorney-in-Fact

08/08/2007

__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) Represents a restricted stock unit award with respect to 100,000 shares of common stock that vests in five (5) successive equal annual installments with the first twenty percent (20%) vesting on the one (1) year anniversary of September 21, 2006, the grant date.
- (2) 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.
- (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-seven (47) successive equal monthly installments.

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Remarks:

This amended Form 3 is being filed solely to attach as an exhibit a power of attorney granted to

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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