

CISCO SYSTEMS, INC.

Reported by
CHANDLER MARK D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/20/19 for the Period Ending 09/18/19

| | |
|-------------|--|
| Address | 170 WEST TASMAN DR SAN JOSE, CA, 95134-1706 |
| Telephone | 4085264000 |
| CIK | 0000858877 |
| Symbol | CSCO |
| SIC Code | 3576 - Computer Communications Equipment |
| Industry | Communications & Networking |
| Sector | Technology |
| Fiscal Year | 07/25 |

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| CHANDLER MARK D | | CISCO SYSTEMS, INC. [CSCO] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | EVP, LglSrvs & GenCnsl | |
| 170 WEST TASMAN DRIVE | | 9/18/2019 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SAN JOSE, CA 95134 | | | | <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 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 | 9/18/2019 | | A | | 27,620 (1) | A | \$0 | 201,023 (2) | D | |
| Common Stock | | | | | | | | 34,742 | I | By Mark Chandler Trust |
| Common Stock | | | | | | | | 400 (3) | I | By Spouse |
| Common Stock | | | | | | | | 600 (3) | I | By Trust #1 |
| Common Stock | | | | | | | | 500 (3) | I | By Trust #2 |
| Common Stock | | | | | | | | 300 (3) | 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 | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- (1) Represents a restricted stock unit award that vests in installments, with twenty-five percent (25%) of the shares vesting on November 10, 2020 and six-and-one-quarter percent (6.25%) of the shares vesting quarterly thereafter.
- (2) Includes 2,043 dividend equivalents accrued on vested deferred restricted stock units. Each dividend equivalent is the economic equivalent of one share of Cisco common stock.
- (3) 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHANDLER MARK D 170 WEST TASMAN DRIVE SAN JOSE, CA 95134 | | | EVP, LglSrvs & GenCnsl | |

Signatures

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

9/20/2019

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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