RAFAEL BETSY Form 4 January 04, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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 * RAFAEL BETSY			2. Issuer Name and Ticker or Trading Symbol CISCO SYSTEMS INC [CSCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all application)			
170 WEST TASMAN DRIVE			(Month/Day/Year) 01/03/2006	Director 10% Owner X Officer (give title Other (specify below) below) VP,CorpContrllr,ChiefAcctgOfcr			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE, CA 95134				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned			

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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)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/03/2006		M(1)	7,333	A	\$ 13.12	10,122	D	
Common Stock	01/03/2006		S <u>(1)</u>	7,333	D	\$ 17.19	2,789	D	
Common Stock	01/03/2006		M(1)	7,291	A	\$ 9.749	10,080	D	
Common Stock	01/03/2006		S(1)	7,291	D	\$ 17.19	2,789	D	
Common Stock	01/03/2006		M <u>(1)</u>	7,291	A	\$ 13.04	10,080	D	

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Common Stock 01/03/2006 $S_{\underbrace{(1)}}$ 7,291 D ${}^{\$}$ 2,789 D

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 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. Transactic Code (Instr. 8)	5. Number opportunities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N oo S	
Non-Qualified Stock Option (right to buy)	\$ 9.749	01/03/2006		M <u>(1)</u>	7,291	10/10/2003(2)	10/10/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 13.04	01/03/2006		M <u>(1)</u>	7,291	04/10/2004(2)	04/10/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 13.12	01/03/2006		M <u>(1)</u>	7,333	08/09/2003(2)	08/09/2011	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RAFAEL BETSY 170 WEST TASMAN DRIVE SAN JOSE, CA 95134

VP,CorpContrllr,ChiefAcctgOfcr

Signatures

By: Mark Chandler, Attorney-in-Fact For: Elizabeth (Betsy) S.

Rafael

01/04/2006

**Signature of Reporting Person Date

Reporting Owners 2

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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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on September 27, 2005.
- (2) The option shall vest as to twenty percent (20%) of the shares on the one (1) year anniversary of the date of grant, and as to the remaining eighty percent (80%) of the shares thereafter in forty eight (48) successive equal monthly installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.