

CISCO SYSTEMS INC
Form 4
March 06, 2006

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARTER LARRY R

(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)
03/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Office of the President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	(D)	Price	
Common Stock	03/03/2006		M		5,000	A	\$ 8.7223 37,879	D
Common Stock	03/03/2006		S		5,000	D	\$ 21 32,879	D
Common Stock	03/03/2006		M		10,000	A	\$ 8.7223 42,879	D
Common Stock	03/03/2006		S		10,000	D	\$ 21.06 32,879	D
Common Stock	03/03/2006		M		5,000	A	\$ 8.7223 37,879	D

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Common Stock	03/03/2006	S	5,000	D	\$ 21.1212	32,879	D
Common Stock	03/03/2006	M	15,000	A	\$ 8.7223	47,879	D
Common Stock	03/03/2006	S	15,000	D	\$ 21.13	32,879	D
Common Stock	03/03/2006	M	5,000	A	\$ 8.7223	37,879	D
Common Stock	03/03/2006	S	5,000	D	\$ 21.133	32,879	D
Common Stock	03/03/2006	M	5,000	A	\$ 8.7223	37,879	D
Common Stock	03/03/2006	S	5,000	D	\$ 21.1346	32,879	D
Common Stock	03/03/2006	M	5,000	A	\$ 8.7223	37,879	D
Common Stock	03/03/2006	S	5,000	D	\$ 21.1416	32,879	D
Common Stock	03/03/2006	M	5,000	A	\$ 8.7223	37,879	D
Common Stock	03/03/2006	S	5,000	D	\$ 21.1396	32,879	D
Common Stock	03/03/2006	M	5,000	A	\$ 8.7223	37,879	D
Common Stock	03/03/2006	S	5,000	D	\$ 21.1372	32,879	D
Common Stock	03/03/2006	M	55,000	A	\$ 8.7223	87,879	D
Common Stock	03/03/2006	S	55,000	D	\$ 21.15	32,879	D
Common Stock	03/03/2006	M	10,000	A	\$ 8.7223	42,879	D
Common Stock	03/03/2006	S	10,000	D	\$ 21.17	32,879	D
Common Stock	03/03/2006	M	20,000	A	\$ 8.7223	52,879	D
Common Stock	03/03/2006	S	20,000	D	\$ 21.2	32,879	D
Common Stock	03/03/2006	M	5,000	A	\$ 8.7223	37,879	D
	03/03/2006	S	5,000	D	\$ 21.3	32,879	D

Common
Stock

Common
Stock

2,900

I

by Trust
(1)

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

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(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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006		M	5,000	<u>(2)</u> 10/03/2006	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006		M	10,000	<u>(2)</u> 10/03/2006	Common Stock	10,000	
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006		M	5,000	<u>(2)</u> 10/03/2006	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006		M	15,000	<u>(2)</u> 10/03/2006	Common Stock	15,000	
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006		M	5,000	<u>(2)</u> 10/03/2006	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006		M	5,000	<u>(2)</u> 10/03/2006	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006		M	5,000	<u>(2)</u> 10/03/2006	Common Stock	5,000	

Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006	M	5,000	(2)	10/03/2006	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006	M	5,000	(2)	10/03/2006	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006	M	55,000	(2)	10/03/2006	Common Stock	55,000
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006	M	10,000	(2)	10/03/2006	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006	M	20,000	(2)	10/03/2006	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 8.7223	03/03/2006	M	5,000	(2)	10/03/2006	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTER LARRY R 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X		SVP, Office of the President	

Signatures

By: Evan Sloves, Attorney-in-Fact For: Larry R. Carter
03/06/2006

__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) Shares held by the Carter Revocable Trust dated October 18, 1994.
 - (2) The option vested as to twenty-five percent (25%) of the shares on the one (1) year anniversary of the date of grant, and as to the remaining seventy-five percent (75%) of the shares thereafter in thirty-six (36) successive equal monthly installments.

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