

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.

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.