

CISCO SYSTEMS INC

Form 4

February 15, 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
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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAMBERS JOHN T

(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)

02/14/2006

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)

President/CEO

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	(A) or (D)	Price			
Common Stock	02/14/2006		M ⁽¹⁾		99,000	A	\$ 5.1667	3,399,891	D	
Common Stock	02/14/2006		S ⁽¹⁾		99,000	D	\$ 19.65	3,300,891	D	
Common Stock	02/14/2006		M ⁽¹⁾		153,089	A	\$ 5.1667	3,453,980	D	
Common Stock	02/14/2006		S ⁽¹⁾		153,089	D	\$ 19.63	3,300,891	D	
Common Stock	02/14/2006		M ⁽¹⁾		60,000	A	\$ 5.1667	3,360,891	D	

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Common Stock	02/14/2006	<u>S</u> (1)	60,000	D	\$ 19.61	3,300,891	D
Common Stock	02/14/2006	<u>M</u> (1)	20,000	A	\$ 5.1667	3,320,891	D
Common Stock	02/14/2006	<u>S</u> (1)	20,000	D	\$ 19.6	3,300,891	D
Common Stock	02/14/2006	<u>M</u> (1)	30,000	A	\$ 5.1667	3,330,891	D
Common Stock	02/14/2006	<u>S</u> (1)	30,000	D	\$ 19.59	3,300,891	D
Common Stock	02/14/2006	<u>M</u> (1)	6,000	A	\$ 5.1667	3,306,891	D
Common Stock	02/14/2006	<u>S</u> (1)	6,000	D	\$ 19.8	3,300,891	D
Common Stock	02/14/2006	<u>M</u> (1)	126,911	A	\$ 5.1667	3,427,802	D

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

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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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Nu Sha
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006		<u>M</u> (1)	6,800	<u>(2)</u> 04/28/2006	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006		<u>M</u> (1)	30,700	<u>(2)</u> 04/28/2006	Common Stock 30
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006		<u>M</u> (1)	78,900	<u>(2)</u> 04/28/2006	Common Stock 78
	\$ 5.1667	02/14/2006		<u>M</u> (1)	20,500	<u>(2)</u> 04/28/2006	20

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Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	67,950	⁽²⁾	04/28/2006	Common Stock	67,950	67,950
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	165,150	⁽²⁾	04/28/2006	Common Stock	165,150	165,150
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	126,000	⁽²⁾	04/28/2006	Common Stock	126,000	126,000
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	116,800	⁽²⁾	04/28/2006	Common Stock	116,800	116,800
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	55,100	⁽²⁾	04/28/2006	Common Stock	55,100	55,100
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	26,500	⁽²⁾	04/28/2006	Common Stock	26,500	26,500
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	149,200	⁽²⁾	04/28/2006	Common Stock	149,200	149,200
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	93,900	⁽²⁾	04/28/2006	Common Stock	93,900	93,900
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	29,600	⁽²⁾	04/28/2006	Common Stock	29,600	29,600
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	14,700	⁽²⁾	04/28/2006	Common Stock	14,700	14,700
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	23,200	⁽²⁾	04/28/2006	Common Stock	23,200	23,200
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	99,000	⁽²⁾	04/28/2006	Common Stock	99,000	99,000
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	153,089	⁽²⁾	04/28/2006	Common Stock	153,089	153,089
Non-Qualified Stock Option	\$ 5.1667	02/14/2006	M ⁽¹⁾	60,000	⁽²⁾	04/28/2006	Common Stock	60,000	60,000

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	20,000	⁽²⁾	04/28/2006	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	30,000	⁽²⁾	04/28/2006	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	6,000	⁽²⁾	04/28/2006	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 5.1667	02/14/2006	M ⁽¹⁾	126,911	⁽²⁾	04/28/2006	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAMBERS JOHN T 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X		President/CEO	

Signatures

John T.
Chambers

02/14/2006

 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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 17, 2004.
- (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.
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