

CISCO SYSTEMS INC
 Form 4
 February 15, 2006

FORM 4

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

OMB APPROVAL

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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

(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 or Price | | |
| Common Stock | 02/14/2006 | | M ⁽¹⁾ | | 99,000 A \$ 5.1667 | D | |
| Common Stock | 02/14/2006 | | S ⁽¹⁾ | | 99,000 D \$ 19.65 | D | |
| Common Stock | 02/14/2006 | | M ⁽¹⁾ | | 153,089 A \$ 5.1667 | D | |
| Common Stock | 02/14/2006 | | S ⁽¹⁾ | | 153,089 D \$ 19.63 | D | |
| Common Stock | 02/14/2006 | | M ⁽¹⁾ | | 60,000 A \$ 5.1667 | D | |

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| | | | | | | | |
|--------------|------------|------------------|---------|---|-----------|-----------|---|
| Common Stock | 02/14/2006 | S ⁽¹⁾ | 60,000 | D | \$ 19.61 | 3,300,891 | D |
| Common Stock | 02/14/2006 | M ⁽¹⁾ | 20,000 | A | \$ 5.1667 | 3,320,891 | D |
| Common Stock | 02/14/2006 | S ⁽¹⁾ | 20,000 | D | \$ 19.6 | 3,300,891 | D |
| Common Stock | 02/14/2006 | M ⁽¹⁾ | 30,000 | A | \$ 5.1667 | 3,330,891 | D |
| Common Stock | 02/14/2006 | S ⁽¹⁾ | 30,000 | D | \$ 19.59 | 3,300,891 | D |
| Common Stock | 02/14/2006 | M ⁽¹⁾ | 6,000 | A | \$ 5.1667 | 3,306,891 | D |
| Common Stock | 02/14/2006 | S ⁽¹⁾ | 6,000 | D | \$ 19.8 | 3,300,891 | D |
| Common Stock | 02/14/2006 | M ⁽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 | | M ⁽¹⁾ | 6,800 | ⁽²⁾ 04/28/2006 | Common Stock 6 |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | | M ⁽¹⁾ | 30,700 | ⁽²⁾ 04/28/2006 | Common Stock 30 |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | | M ⁽¹⁾ | 78,900 | ⁽²⁾ 04/28/2006 | Common Stock 78 |
| | \$ 5.1667 | 02/14/2006 | | M ⁽¹⁾ | 20,500 | ⁽²⁾ 04/28/2006 | Common Stock 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 | <u>M⁽¹⁾</u> | 67,950 | <u>(2)</u> | 04/28/2006 | Common Stock | 67,950 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 165,150 | <u>(2)</u> | 04/28/2006 | Common Stock | 165,150 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 126,000 | <u>(2)</u> | 04/28/2006 | Common Stock | 126,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 116,800 | <u>(2)</u> | 04/28/2006 | Common Stock | 116,800 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 55,100 | <u>(2)</u> | 04/28/2006 | Common Stock | 55,100 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 26,500 | <u>(2)</u> | 04/28/2006 | Common Stock | 26,500 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 149,200 | <u>(2)</u> | 04/28/2006 | Common Stock | 149,200 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 93,900 | <u>(2)</u> | 04/28/2006 | Common Stock | 93,900 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 29,600 | <u>(2)</u> | 04/28/2006 | Common Stock | 29,600 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 14,700 | <u>(2)</u> | 04/28/2006 | Common Stock | 14,700 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 23,200 | <u>(2)</u> | 04/28/2006 | Common Stock | 23,200 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 99,000 | <u>(2)</u> | 04/28/2006 | Common Stock | 99,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 153,089 | <u>(2)</u> | 04/28/2006 | Common Stock | 153,089 | |
| Non-Qualified Stock Option | \$ 5.1667 | 02/14/2006 | <u>M⁽¹⁾</u> | 60,000 | <u>(2)</u> | 04/28/2006 | Common Stock | 60,000 | |

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