

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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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 *
Giancarlo Charles H

(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)
02/13/2006

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, Chief Development Ofcr

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) Price | 679,184 | I | by Trust ⁽¹⁾ |

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)

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| 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 | Amount |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 50,000 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 11,196 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 11,196 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 26,304 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 26,304 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 112,500 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 112,500 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 100,000 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 100,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 150,000 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 150,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 100,000 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 100,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 123,300 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 123,300 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 26,300 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 26,300 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 400 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 400 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 55,811 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 55,811 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | | M | 44,189 | (2) 04/04/2006 | 04/04/2006 | Common Stock | 44,189 |

| | | | | | | | | |
|---|-----------|------------|---|--------|------------|------------|-----------------|----|
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | M | 50,000 | <u>(2)</u> | 04/04/2006 | Common Stock | 50 |
| Non-Qualified Stock Option (right to buy) | \$ 5.6528 | 02/13/2006 | M | 50,000 | <u>(2)</u> | 04/04/2006 | Common Stock | 50 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Giancarlo Charles H 170 WEST TASMAN DRIVE SAN JOSE, CA 95134 | | | SVP, Chief Development Ofcr | |

Signatures

By: Evan Sloves For: Charles H.
Giancarlo

02/15/2006

__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 Giancarlo Family Trust

(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.