

CISCO SYSTEMS INC
 Form 4
 February 16, 2005

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 *
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)
 02/15/2005

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/15/2005		S ⁽¹⁾		25,000	D	\$ 17.9
Common Stock	02/15/2005		M ⁽¹⁾		23,600	A	\$ 5.5556
Common Stock	02/15/2005		S ⁽¹⁾		23,600	D	\$ 17.91
Common Stock	02/15/2005		M ⁽¹⁾		82,189	A	\$ 5.5556
Common Stock	02/15/2005		S ⁽¹⁾		82,189	D	\$ 17.92

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Common Stock	02/15/2005	M ⁽¹⁾	53,498	A	\$ 5.5556	3,037,942	D
Common Stock	02/15/2005	S ⁽¹⁾	53,498	D	\$ 17.93	2,984,444	D
Common Stock	02/15/2005	M ⁽¹⁾	27,311	A	\$ 5.5556	3,011,755	D
Common Stock	02/15/2005	S ⁽¹⁾	27,311	D	\$ 17.94	2,984,444	D
Common Stock	02/15/2005	M ⁽¹⁾	20,000	A	\$ 5.5556	3,004,444	D
Common Stock	02/15/2005	S ⁽¹⁾	20,000	D	\$ 17.99	2,984,444	D

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)	\$ 5.5556	02/15/2005		M ⁽¹⁾	75,000	⁽²⁾	07/29/2005	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005		M ⁽¹⁾	10,000	⁽²⁾	07/29/2005	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005		M ⁽¹⁾	40,000	⁽²⁾	07/29/2005	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005		M ⁽¹⁾	50,000	⁽²⁾	07/29/2005	Common Stock	50,000
	\$ 5.5556	02/15/2005		M ⁽¹⁾	40,000	⁽²⁾	07/29/2005		40,000

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Non-Qualified Stock Option (right to buy)							Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	68,765	<u>(2)</u>	07/29/2005	Common Stock	68,765
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	75,000	<u>(2)</u>	07/29/2005	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	50,000	<u>(2)</u>	07/29/2005	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	71,235	<u>(2)</u>	07/29/2005	Common Stock	71,235
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	25,000	<u>(2)</u>	07/29/2005	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	25,000	<u>(2)</u>	07/29/2005	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	71,502	<u>(2)</u>	07/29/2005	Common Stock	71,502
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	26,900	<u>(2)</u>	07/29/2005	Common Stock	26,900
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	25,000	<u>(2)</u>	07/29/2005	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	15,000	<u>(2)</u>	07/29/2005	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	25,000	<u>(2)</u>	07/29/2005	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	23,600	<u>(2)</u>	07/29/2005	Common Stock	23,600
Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	82,189	<u>(2)</u>	07/29/2005	Common Stock	82,189
Non-Qualified Stock Option	\$ 5.5556	02/15/2005	<u>M⁽¹⁾</u>	53,498	<u>(2)</u>	07/29/2005	Common Stock	53,498

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005		M ⁽¹⁾	27,311	<u>(2)</u>	07/29/2005	Common Stock	27,
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Non-Qualified Stock Option (right to buy)	\$ 5.5556	02/15/2005		M ⁽¹⁾	20,000	<u>(2)</u>	07/29/2005	Common Stock	20,
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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
02/16/2005

 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.