

CISCO SYSTEMS INC
Form 4
March 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
03/09/2005

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)
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 or Price		
Common Stock	03/09/2005		M		390,000 A \$ 5.8056	421,583	D
Common Stock	03/09/2005		S		390,000 D \$ 18.5	31,583	D
Common Stock	03/09/2005		M		142,900 A \$ 5.8056	174,483	D
Common Stock	03/09/2005		S		142,900 D \$ 18.52	31,583	D
Common Stock	03/09/2005		M		157,100 A \$ 5.8056	188,683	D

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Common Stock	03/09/2005	S	157,100	D	\$ 18.53	31,583	D	
Common Stock	03/09/2005	M	78,172	A	\$ 5.8056	109,755	D	
Common Stock	03/09/2005	S	78,172	D	\$ 18.54	31,583	D	
Common Stock	03/09/2005	M	121,828	A	\$ 5.8056	153,411	D	
Common Stock	03/09/2005	S	121,828	D	\$ 18.55	31,583	D	
Common Stock						2,900	I	by Trust <u>(1)</u>

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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/09/2005		M		390,000	<u>(2)</u>	05/07/2005	Common Stock 39
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/09/2005		M		142,900	<u>(2)</u>	05/07/2005	Common Stock 14
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/09/2005		M		157,100	<u>(2)</u>	05/07/2005	Common Stock 15
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/09/2005		M		78,172	<u>(2)</u>	05/07/2005	Common Stock 78
Non-Qualified Stock Option	\$ 5.8056	03/09/2005		M		121,828	<u>(2)</u>	05/07/2005	Common Stock 12

(right to buy)

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: Mark Chandler, Attorney-in-fact For: Larry R. Carter
03/11/2005

__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) 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.