CISCO SYSTEMS INC
Form 4
February 15, 2006

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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
__X__ Officer (give title below) _____ Other (specify below)
SVP,Chief Development Ofcr

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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								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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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 Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			50,000	(2)	04/04/2006	Common Stock	50
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			11,196	(2)	04/04/2006	Common Stock	11
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			26,304	(2)	04/04/2006	Common Stock	26
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			112,500	(2)	04/04/2006	Common Stock	11
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			100,000	(2)	04/04/2006	Common Stock	10
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			150,000	(2)	04/04/2006	Common Stock	15
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			100,000	(2)	04/04/2006	Common Stock	10
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			123,300	(2)	04/04/2006	Common Stock	12
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			26,300	(2)	04/04/2006	Common Stock	26
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			400	(2)	04/04/2006	Common Stock	4
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			55,811	(2)	04/04/2006	Common Stock	55
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006		M			44,189	(2)	04/04/2006	Common Stock	44

Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006	M	50,000	(2)	04/04/2006	Common Stock	50
Non-Qualified Stock Option (right to buy)	$ 5.6528	02/13/2006	M	50,000	(2)	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.
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