

BARTZ CAROL
Form 4
March 24, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARTZ CAROL

(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)
03/23/2006

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)

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	(A) or (D)	Price		
Common Stock	03/23/2006		M		4,000	A	\$ 16.2969	4,000	D
Common Stock	03/23/2006		S		4,000	D	\$ 21.45	0	D
Common Stock	03/23/2006		M		2,095	A	\$ 16.2969	2,095	D
Common Stock	03/23/2006		S		2,095	D	\$ 21.43	0	D
Common Stock	03/23/2006		M		3,000	A	\$ 16.2969	3,000	D
	03/23/2006		S		3,000	D	\$ 21.42	0	D

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Common Stock								
Common Stock	03/23/2006	M	3,000	A	\$ 16.2969	3,000	D	
Common Stock	03/23/2006	S	3,000	D	\$ 21.41	0	D	
Common Stock	03/23/2006	M	12,905	A	\$ 16.2969	12,905	D	
Common Stock	03/23/2006	S	12,905	D	\$ 21.4	0	D	
Common Stock	03/23/2006	M	5,000	A	\$ 16.2969	5,000	D	
Common Stock	03/23/2006	S	5,000	D	\$ 21.39	0	D	
Common Stock	03/23/2006	M	5,000	A	\$ 16.2969	5,000	D	
Common Stock	03/23/2006	S	5,000	D	\$ 21.38	0	D	
Common Stock	03/23/2006	M	5,000	A	\$ 16.2969	5,000	D	
Common Stock	03/23/2006	S	5,000	D	\$ 21.3	0	D	
Common Stock						2,628	I	by Spouse
Common Stock						95,540	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)

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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)		Title

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						Date Exercisable	Expiration Date		Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	4,000	<u>(2)</u>	11/12/2007	Common Stock	4,0	
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	2,095	<u>(2)</u>	11/12/2007	Common Stock	2,0	
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	3,000	<u>(2)</u>	11/12/2007	Common Stock	3,0	
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	3,000	<u>(2)</u>	11/12/2007	Common Stock	3,0	
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	12,905	<u>(2)</u>	11/12/2007	Common Stock	12,9	
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	5,000	<u>(2)</u>	11/12/2007	Common Stock	5,0	
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	5,000	<u>(2)</u>	11/12/2007	Common Stock	5,0	
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	5,000	<u>(2)</u>	11/12/2007	Common Stock	5,0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTZ CAROL 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X			

Signatures

Carol A. Bartz 03/23/2006

**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).

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(1) Carol Ann Bartz Trust

The shares subject to the option vested in two successive equal annual installments upon the Reporting Person's completion of each year

(2) of service as a member of the Issuer's Board of Directors over the two (2)-year period measured from the date of the option grant of 11/12/98.

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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