

CISCO SYSTEMS INC  
Form 4  
March 11, 2005

**FORM 4**

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

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).

**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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(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.