

Giancarlo Charles H
Form 4
March 17, 2005

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
Number: 3235-0287
Expires: January 31,
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(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)
03/17/2005

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 ____ Other (specify
below) below)

SVP,CTO

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	03/15/2005		M		100,000	A	\$ 5.8056 106,455
Common Stock	03/15/2005		S		100,000	D	\$ 18.25 6,455
Common Stock	03/15/2005		M		199,000	A	\$ 5.8056 205,455
Common Stock	03/15/2005		S		199,000	D	\$ 18.3 6,455
Common Stock	03/15/2005		M		1,000	A	\$ 5.8056 7,455

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Common Stock	03/15/2005	S	1,000	D	\$ 18.3003	6,455	D
Common Stock	03/15/2005	M	100,000	A	\$ 5.8056	106,455	D
Common Stock	03/15/2005	S	100,000	D	\$ 18.35	6,455	D
Common Stock	03/16/2005	M	74,678	A	\$ 5.8056	81,133	D
Common Stock	03/16/2005	S	74,678	D	\$ 18.13	6,455	D
Common Stock	03/16/2005	M	100,000	A	\$ 5.8056	106,455	D
Common Stock	03/16/2005	S	100,000	D	\$ 18.15	6,455	D
Common Stock	03/16/2005	M	25,322	A	\$ 5.8056	31,777	D
Common Stock	03/16/2005	S	25,322	D	\$ 18.25	6,455	D
Common Stock	03/16/2005	M	105,184	A	\$ 5.8056	111,639	D
Common Stock	03/16/2005	S	105,184	D	\$ 18.2	6,455	D
Common Stock	03/17/2005	M	84,816	A	\$ 5.8056	91,271	D
Common Stock	03/17/2005	S	84,816	D	\$ 18.15	6,455	D
Common Stock	03/17/2005	M	95,000	A	\$ 5.8056	101,455	D
Common Stock	03/17/2005	S	95,000	D	\$ 18.17	6,455	D
Common Stock	03/17/2005	M	5,000	A	\$ 5.8056	11,455	D
Common Stock	03/17/2005	S	5,000	D	\$ 18.18	6,455	D
Common Stock	03/17/2005	M	94,000	A	\$ 5.8056	100,455	D
Common Stock	03/17/2005	S	94,000	D	\$ 18.27	6,455	D
Common Stock	03/17/2005	M	6,000	A	\$ 5.8056	12,455	D
	03/17/2005	S	6,000	D	\$ 18.28	6,455	D

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Common
Stock

Common Stock 800 I By M.G. Trust

Common Stock 800 I by G.G. Trust

Common Stock 679,730 I by Trust

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)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/15/2005		M	100,000	<u>(1)</u>	05/07/2005	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/15/2005		M	199,000	<u>(1)</u>	05/07/2005	Common Stock	199,000
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/15/2005		M	1,000	<u>(1)</u>	05/07/2005	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/15/2005		M	100,000	<u>(1)</u>	05/07/2005	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/16/2005		M	74,678	<u>(1)</u>	05/07/2005	Common Stock	74,678
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/16/2005		M	100,000	<u>(1)</u>	05/07/2005	Common Stock	100,000

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Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/16/2005	M	25,322	<u>(1)</u>	05/07/2005	Common Stock	25
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/16/2005	M	105,184	<u>(1)</u>	05/07/2005	Common Stock	105
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/17/2005	M	84,816	<u>(1)</u>	05/07/2005	Common Stock	84
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/17/2005	M	95,000	<u>(1)</u>	05/07/2005	Common Stock	95
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/17/2005	M	5,000	<u>(1)</u>	05/07/2005	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/17/2005	M	94,000	<u>(1)</u>	05/07/2005	Common Stock	94
Non-Qualified Stock Option (right to buy)	\$ 5.8056	03/17/2005	M	6,000	<u>(1)</u>	05/07/2005	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giancarlo Charles H 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			SVP,CTO	

Signatures

By: Mark Chandler, Attorney-in-fact For: Charles H
Giancarlo 03/17/2005

 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 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.

Remarks:

This is a footnote to Box 3, Date of Earliest Transaction. Due to a technical software bug, we are unable to display the earliest transaction date.
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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