

BARTZ CAROL
Form 4
March 24, 2006

FORM 4

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

OMB APPROVAL

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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 *
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
Common Stock	03/23/2006		S		4,000	D	\$ 21.45
Common Stock	03/23/2006		M		2,095	A	\$ 16.2969
Common Stock	03/23/2006		S		2,095	D	\$ 21.43
Common Stock	03/23/2006		M		3,000	A	\$ 16.2969
Common Stock	03/23/2006		S		3,000	D	\$ 21.42

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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 <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)
				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	(2)	11/12/2007	Common Stock	4,000	4,000
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	2,095	(2)	11/12/2007	Common Stock	2,095	2,095
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	3,000	(2)	11/12/2007	Common Stock	3,000	3,000
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	3,000	(2)	11/12/2007	Common Stock	3,000	3,000
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	12,905	(2)	11/12/2007	Common Stock	12,905	12,905
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	5,000	(2)	11/12/2007	Common Stock	5,000	5,000
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	5,000	(2)	11/12/2007	Common Stock	5,000	5,000
Non-Qualified Stock Option (right to buy)	\$ 16.2969	03/23/2006	M	5,000	(2)	11/12/2007	Common Stock	5,000	5,000

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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