

POND RANDALL E
Form 4
February 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 *
POND RANDALL E

(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)
02/23/2006

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)
SVP,Ops, Processes & Systems

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	02/23/2006		M		9,200	A	\$ 11.7396
Common Stock	02/23/2006		S		9,200	D	\$ 19.58
Common Stock	02/23/2006		M		13	A	\$ 11.7396
Common Stock	02/23/2006		S		13	D	\$ 19.59
Common Stock	02/23/2006		M		19,920	A	\$ 11.7396
							29,623
							20,423
							20,436
							20,423
							40,343

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Common Stock	02/23/2006	S	19,920	D	\$ 19.6	20,423	D	
Common Stock	02/23/2006	M	38,900	A	\$ 11.7396	59,323	D	
Common Stock	02/23/2006	S	38,900	D	\$ 19.61	20,423	D	
Common Stock	02/23/2006	M	40,967	A	\$ 11.7396	61,390	D	
Common Stock	02/23/2006	S	40,967	D	\$ 19.62	20,423	D	
Common Stock	02/23/2006	M	41,000	A	\$ 11.7396	61,423	D	
Common Stock	02/23/2006	S	41,000	D	\$ 19.63	20,423	D	
Common Stock						36,484	I	by Trust

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 11.7396	02/23/2006		M	9,200	04/27/1999 ⁽¹⁾	04/27/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.7396	02/23/2006		M	13	04/27/1999 ⁽¹⁾	04/27/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.7396	02/23/2006		M	19,920	04/27/1999 ⁽¹⁾	04/27/2007	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 11.7396	02/23/2006	M	38,900	04/27/1999 ⁽¹⁾	04/27/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.7396	02/23/2006	M	40,967	04/27/1999 ⁽¹⁾	04/27/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.7396	02/23/2006	M	41,000	04/27/1999 ⁽¹⁾	04/27/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POND RANDALL E 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			SVP,Ops, Processes & Systems	

Signatures

By: Larry Carter, Attorney-in-Fact For: Randall Pond
Date: 02/24/2006

__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) 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.