

MORGRIDGE JOHN P
Form 4
February 25, 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 *
MORGRIDGE JOHN P

(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)
02/25/2005

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)

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	02/16/2005		G	V	9,600	D	\$ 0	64,604,102	I	by Family Trust ⁽¹⁾
Common Stock	02/18/2005		S		900,000	D	\$ 17.4	11,515,760	I	by Foundation ⁽²⁾
Common Stock	02/18/2005		S		425,000	D	\$ 17.41	11,090,760	I	by Foundation ⁽²⁾
Common Stock	02/18/2005		S		350,000	D	\$ 17.42	10,740,760	I	by Foundation ⁽²⁾

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Common Stock	02/18/2005	S	1,000,000	D	\$ 17.43	9,740,760	I	by Foundation (2)
Common Stock	02/18/2005	S	550,000	D	\$ 17.44	9,190,760	I	by Foundation (2)
Common Stock	02/18/2005	S	850,000	D	\$ 17.45	8,340,760	I	by Foundation (2)
Common Stock	02/18/2005	S	500,000	D	\$ 17.46	7,840,760	I	by Foundation (2)
Common Stock						995,352	D	
Common Stock						90,238	I	by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

MORGRIDGE JOHN P
170 WEST TASMAN DRIVE
SAN JOSE, CA 95134

Signatures

By: Mark Chandler, Attorney-in-fact For: John
Morgridge

02/25/2005

__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) Morgridge Family Trust
The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
 - (2) Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes. The Reporting Person elects to report holdings of the Foundation on a purely voluntary basis.

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

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.