CISCO SYSTEMS INC

Form 4

March 29, 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 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

1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Giancarlo Charles H

(First)

(Middle)

170 WEST TASMAN DRIVE

(Street)

SAN JOSE, CA 95134

2. Issuer Name and Ticker or Trading

Symbol CISCO SYSTEMS INC [CSCO]

3. Date of Earliest Transaction

(Month/Day/Year) 03/25/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

SVP, Chief Technology Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/25/2005		<u>J(1)</u>		15,821	A	<u>(2)</u>	695,551	I	by Trust	
Common Stock	03/25/2005		G(3)	V	15,821	D	<u>(2)</u>	679,730	I	by Trust	
Common Stock								6,455	D		
Common Stock								800	I	By M.G. Trust	
Common Stock								800	I	by G.G. Trust	

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date		Amount of		Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)		
	Derivative				Securities			(Instr. 3 and 4)			
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration le Date	Title Number of			
						Exercisable					
				Code V	(A) (D)				Shares		
				Couc v	(II) (D)				Dilaics		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Giancarlo Charles H 170 WEST TASMAN DRIVE SAN JOSE, CA 95134

SVP, Chief Technology Officer

Signatures

By: Evan Sloves, Attorney-in-fact For: Charles H Giancarlo

> **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).
 - Represents a pro rata distribution from a venture fund of which the Reporting Person is a Limited Partner and in which the Reporting
- (1) Person does not have or share investment control over the partnership's portfolio. This venture fund received securities of the Issuer in connection with the Issuer's acquisition of one of the venture fund's portfolio companies.
- Not applicable. The closing price of the Issuer's securities on March 24, 2005, the last trading day prior to the distribution, was \$17.88 per (2)share.
- (3) Represents a charitable donation of the shares that were received.

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.

Reporting Owners 2

9. Ni Deriv Secu

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03/29/2005