

CHANDLER MARK D
Form 4
June 24, 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 *
CHANDLER MARK D

2. Issuer Name and Ticker or Trading Symbol
CISCO SYSTEMS INC [CSCO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
170 WEST TASMAN DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Legal Srvs, Gen Cnsl & Secty

SAN JOSE, CA 95134
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/23/2005		M ⁽¹⁾		10,000	A	\$ 5.5556
Common Stock	06/23/2005		S ⁽¹⁾		10,000	D	\$ 20
Common Stock							317,612
Common Stock							5,600
						I	by Family Trust ⁽²⁾
						I	by Trust ⁽³⁾

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)
Non-Qualified Stock Option (right to buy)	\$ 5.5556	06/23/2005		M ⁽¹⁾	10,000	07/29/1997 ⁽⁴⁾ 07/29/2005	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANDLER MARK D 170 WEST TASMAN DRIVE SAN JOSE, CA 95134			VP, Legal Srvs, Gen Cnsl & Secty	

Signatures

Mark Chandler 06/24/2005
 **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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on December 22, 2004. All of the sold shares were obtained pursuant to an exercise of a stock option originally granted in 1996 which would have expired in July 2005.
 - (2) By Mark Chandler and Christina S. Kenrick Family Trust dtd 3/10/97.
 - (3) The Reporting Person is one of three co-trustees and is a remainder beneficiary of the trust. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
 - (4) The Option Shares shall vest for twenty-five percent (25%) of the total shares granted on the one (1) year anniversary date, while the remaining seventy-five percent (75%) vests in thirty-six (36) successive equal monthly installments.

Remarks:

--Please note that this is a footnote for the direct holdings listed in Column 5. The shares held directly include 48,060 shares h

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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