

CHAMBERS JOHN T

Form 4

November 16, 2004

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAMBERS JOHN T

(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)
11/16/2004

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)

President/CEO

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	11/16/2004		M ⁽¹⁾		74,088	A \$ 5.5556	2,912,942	D	
Common Stock	11/16/2004		M ⁽¹⁾		30,000	A \$ 5.5556	2,942,942	D	
Common Stock	11/16/2004		S ⁽¹⁾		30,000	D \$ 19.5	2,912,942	D	
Common Stock	11/16/2004		M ⁽¹⁾		10,500	A \$ 5.5556	2,923,442	D	
Common Stock	11/16/2004		S ⁽¹⁾		10,500	D \$ 19.49	2,912,942	D	

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Common Stock	11/16/2004	<u>M</u> (1)	10,000	A	\$ 5.5556	2,922,942	D
Common Stock	11/16/2004	<u>S</u> (1)	10,000	D	\$ 19.47	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	19,500	A	\$ 5.5556	2,932,442	D
Common Stock	11/16/2004	<u>S</u> (1)	19,500	D	\$ 19.45	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	10,000	A	\$ 5.5556	2,922,942	D
Common Stock	11/16/2004	<u>S</u> (1)	10,000	D	\$ 19.44	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	500	A	\$ 5.5556	2,913,442	D
Common Stock	11/16/2004	<u>S</u> (1)	500	D	\$ 19.41	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	119,500	A	\$ 5.5556	3,032,442	D
Common Stock	11/16/2004	<u>S</u> (1)	119,500	D	\$ 19.4	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	40,000	A	\$ 5.5556	2,952,942	D
Common Stock	11/16/2004	<u>S</u> (1)	40,000	D	\$ 19.39	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	80,000	A	\$ 5.5556	2,992,942	D
Common Stock	11/16/2004	<u>S</u> (1)	80,000	D	\$ 19.38	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	40,000	A	\$ 5.5556	2,952,942	D
Common Stock	11/16/2004	<u>S</u> (1)	40,000	D	\$ 19.32	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	205,912	A	\$ 5.5556	3,118,854	D
Common Stock	11/16/2004	<u>S</u> (1)	205,912	D	\$ 19.36	2,912,942	D
Common Stock	11/16/2004	<u>M</u> (1)	220,000	A	\$ 5.5556	3,132,942	D
Common Stock	11/16/2004	<u>S</u> (1)	220,000	D	\$ 19.3	2,912,942	D
	11/16/2004	<u>M</u> (1)	40,000	A		2,952,942	D

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Common Stock \$ 5.5556

Common Stock 11/16/2004 S⁽¹⁾ 40,000 D \$ 19.29 2,912,942 D

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004		M ⁽¹⁾		74,088		⁽²⁾	07/29/2005	Common Stock	74,088
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004		M ⁽¹⁾		30,000		⁽²⁾	07/29/2005	Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004		M ⁽¹⁾		10,500		⁽²⁾	07/29/2005	Common Stock	10,500
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004		M ⁽¹⁾		10,000		⁽²⁾	07/29/2005	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004		M ⁽¹⁾		19,500		⁽²⁾	07/29/2005	Common Stock	19,500
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004		M ⁽¹⁾		10,000		⁽²⁾	07/29/2005	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004		M ⁽¹⁾		500		⁽²⁾	07/29/2005	Common Stock	500
Non-Qualified Stock Option	\$ 5.5556	11/16/2004		M ⁽¹⁾		119,500		⁽²⁾	07/29/2005	Common Stock	119,500

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004	M ⁽¹⁾	40,000	⁽²⁾	07/29/2005	Common Stock	40
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004	M ⁽¹⁾	80,000	⁽²⁾	07/29/2005	Common Stock	80
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004	M ⁽¹⁾	40,000	⁽²⁾	07/29/2005	Common Stock	40
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004	M ⁽¹⁾	205,912	⁽²⁾	07/29/2005	Common Stock	205,912
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004	M ⁽¹⁾	220,000	⁽²⁾	07/29/2005	Common Stock	220,000
Non-Qualified Stock Option (right to buy)	\$ 5.5556	11/16/2004	M ⁽¹⁾	40,000	⁽²⁾	07/29/2005	Common Stock	40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAMBERS JOHN T 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	X		President/CEO	

Signatures

John T.
Chambers

11/16/2004

 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 August 17, 2004.

(2) 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.

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