Edgar Filing: MCDONALD JAMES F - Form 4

MCDONALD JAMES F Form 4 January 12, 2006								
FORM 4 UNITED						-	PPROVAL	
UNILD	STATES SE	CURITIES A Washington			COMMISSION	N OMB Number:	3235-0287	
subject to	MENT OF CI			ICIAL OV	WNERSHIP OF	Expires: Estimated	January 31, 2005 average	
Section 16. Form 4 or		SECUI	RITIES			burden hou response	•	
abligations	(a) of the Publ		ding Con	npany Act	nge Act of 1934, of 1935 or Sectio 940	on		
(Print or Type Responses)								
1. Name and Address of Reporting MCDONALD JAMES F	Syn BU	Issuer Name an nbol J RLINGTON		-	5. Relationship o Issuer	of Reporting Per		
(Last) (First) (SCIENTIFIC-ATLANTA, INC., 5030 SUGARLOAF PARKWAY	(Mo	R] Date of Earliest T onth/Day/Year) /10/2006	ransaction		X Director Officer (giv below)	109	% Owner her (specify	
(Street)	File	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
LAWRENCEVILLE, GA 30	0044				Person	More than One K	eporting	
(City) (State)	(Zip)	Table I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code ear) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
Reminder: Report on a separate line	e for each class o	Code V		(D) Price				

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. ofNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	01/10/2006	А	20	(2)	(3)	Common Stock	20	\$ 88.05

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MCDONALD JAMES F SCIENTIFIC-ATLANTA, INC. 5030 SUGARLOAF PARKWAY LAWRENCEVILLE, GA 30044	Х			
Signatures				
Jeffery P. Monte Attorney-in-fact	01/12	2/2006		
**Signature of Reporting Person	Da	ate		
Explanation of Page	00000			

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) 1 for 1
- (2) Immediately.
- (3) These phantom stock units were acquired under the Company's deferred compensation plan and are to be settled in cash upon retirement or other termination from the Company.

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.