

CAEZZA JOHN O  
Form 4  
February 11, 2011

**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 \*  
CAEZZA JOHN O

(Last) (First) (Middle)

3871 LAKEFIELD DRIVE

(Street)

SUWANEE, GA 30024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ARRIS GROUP INC [ARRS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President of Access, Transport

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common stock <sup>(1)</sup>	02/10/2011		M		28,660	A \$ 7.68 62,970	D
Common stock <sup>(1)</sup>	02/10/2011		M		28,660	A \$ 6.85 91,630	D
Common stock <sup>(1)</sup>	02/10/2011		S		28,660	D \$ 13.64 62,970	D
Common stock <sup>(1)</sup>	02/10/2011		S		28,660	D \$ 13.68 34,310	D
Restricted stock <sup>(2)</sup>						25,200	D

Restricted stock <sup>(3)</sup>	27,090	D
Restricted stock <sup>(4)</sup>	29,062	D
Restricted stock <sup>(5)</sup>	38,749	D
Restricted stock <sup>(6)</sup>	26,315	D
Restricted stock <sup>(7)</sup>	43,858	D

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 Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option <sup>(1)</sup>	\$ 7.68	02/10/2011		M		28,660		<sup>(8)</sup>	06/14/2012	Common stock	28,660
Stock option <sup>(1)</sup>	\$ 6.85	02/10/2011		M		28,660		<sup>(8)</sup>	10/11/2012	Common stock	28,660

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAEZZA JOHN O 3871 LAKEFIELD DRIVE SUWANEE, GA 30024	President of Access, Transport

## Signatures

/s/ John Caezza

02/11/2011

\*\*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) Stock options were exercised pursuant to an existing Rule 10b5-1 Sales Plan

(2) Represents a restricted stock grant in which 20% vests on December 20, 2009 (the "vesting date") and 10% will vest on each successive anniversary of the vesting date.

(3) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 28, 2008.

(4) Represents a restricted stock grant which vests annually in fourths beginning on March 30, 2010(the "vesting date")and on each successive anniversary of the vesting date.

Represents a restricted stock grant which is in part performance based. 25,833 shares of the grant are guaranteed and will vest over a two year period. 0 to 25,833 of the grant is subject to the Company's shareholder return as compared to the NASDAQ Composite shareholder return over the three year period ended 12/31/2011 and will vest on 1/31/2012.

(6) Represents a restricted stock grant which vests annually in fourths beginning on March 25, 2011 (the "vesting date") and on each successive anniversary of the vesting dates.

Represents a restricted stock grant which is in part performance-based. 8,772 shares of the grant are guaranteed and will vest on 3/25/2011. 0 to 35,086 of the grant are subject to the Company's shareholder return as compared to the NASDAQ Composite shareholder return over the three year period ended 12/31/2012 and will vest on 1/31/2013.

(8) Stock options are currently fully exercisable

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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