

STANZIONE ROBERT J

Form 4

July 20, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STANZIONE ROBERT J

(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)
07/19/2011

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)

Chairman & 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)
Common stock ⁽¹⁾	07/19/2011		M	66,667 A	\$ 10.2 486,830	D	
Common stock ⁽¹⁾	07/19/2011		S	66,667 D	\$ 11.4435 420,163	D	
Common stock ⁽¹⁾	07/20/2011		M	66,666 A	\$ 10.2 486,829	D	
Common stock ⁽¹⁾	07/20/2011		S	66,666 D	\$ 11.4515 420,163	D	
					47,086	D	

Restricted
stock (4)Restricted
stock (5)

60,000 D

Restricted
stock (6)

80,000 D

Restricted
stock (7)

58,593 D

Restricted
stock (8)

104,166 D

Restricted
stock (9)

72,820 D

Restricted
stock (10)

145,640 D

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 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	
Stock option	\$ 10.2	07/19/2011		M	66,667	<u>(11)</u>	08/06/2011	Common stock	66,667
Stock option	\$ 10.2	07/20/2011		M	66,666	<u>(11)</u>	08/06/2011	Common stock	66,666

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

X

Chairman & CEO

STANZIONE ROBERT J
3871 LAKEFIELD DRIVE
SUWANEE, GA 30024

Signatures

/s/ RJ Stanzione

07/20/2011

 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) Shares sold were subject to an existing Rule 10b5-1 Sales Plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.34 to \$11.57, inclusive. The reporting person undertakes to provide the issuer or any security holder of the issuer or the staff of the Security and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.38 to \$11.55, inclusive. The reporting person undertakes to provide the issuer or any security holder of the issuer or the staff of the Security and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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

(5) 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.

(6) Represents a restricted stock grant which is in part performance based. 80,000 shares of the grant are guaranteed and will vest over a two year period. 0 to 80,000 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.

(7) 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.

(8) Represents a restricted stock grant which is in part performance-based. 26,042 shares of the grant are guaranteed and vested on 3/25/2011. 0 to 104,166 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.

(9) Represents a restricted stock grant which vests annually in fourths beginning on March 31, 2012 (the "vesting date") and on each successive anniversary of the vesting dates.

(10) Represents a restricted stock grant which is performance-based. 0 to 145,640 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 12/31/2013 and will vest on 1/31/2014.

(11) 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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