

ARRIS GROUP INC  
Form 4  
April 01, 2014

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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)  
03/31/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common stock <sup>(1)</sup>     | 03/31/2014                           |  | C                              |   | 9,475 A \$ 0  | 705,225  | D                                 |
| Restricted stock <sup>(2)</sup> | 03/31/2014                           |  | C                              |   | 9,475 D \$ 0  | 26,935   | D                                 |
| Restricted stock <sup>(2)</sup> | 03/31/2014                           |  | F                              |   | 8,730 <sup>(3)</sup> D \$ 27.09   | 18,205   | D                                 |
| Restricted stock <sup>(4)</sup> |                                      |  |                                |   |   | 43,101   | D                                 |
| Restricted stock <sup>(5)</sup> |                                      |  |                                |   |   | 172,410  | D                                 |

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|                              |         |   |
|------------------------------|---------|---|
| Restricted stock <u>(6)</u>  | 43,680  | D |
| Restricted stock <u>(7)</u>  | 116,480 | D |
| Restricted stock <u>(8)</u>  | 161,285 | D |
| Restricted stock <u>(9)</u>  | 96,770  | D |
| Restricted stock <u>(10)</u> | 81,580  | D |
| Restricted stock <u>(11)</u> | 163,160 | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| STANZIONE ROBERT J<br>3871 LAKEFIELD DRIVE<br>SUWANEE, GA 30024 | X             |           | Chairman & CEO |       |

## Signatures

/s/ RJ Stanzione

04/01/2014

\_\_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) Represents the vested portion of a restricted stock grant converting to common stock.
- (2) 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.
- (3) Represents shares withheld to cover payroll tax liability on partial vesting of previously granted restricted shares
- (4) Represents a restricted stock grant which vests annually in fourths beginning on March 28, 2013(the "vesting date") and on each successive anniversary of the vesting dates.
- (5) Represents a restricted stock grant which is performance-based. 0 to 172,410 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 12/31/2014 and will vest on 1/31/2015.
- (6) Represents a restricted stock grant which vests annually in fourths beginning on March 29, 2014 (the "vesting date") and on each successive anniversary of the vesting dates.
- (7) Represents a restricted stock grant which is performance-based. 0 to 116,480 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 12/31/2015 and will vest 1/31/2016.
- (8) Represents a restricted stock grant which vests annually in fourths beginning on July 12, 2014 (the "vesting date") and on each successive anniversary of the vesting dates.
- (9) Represents a restricted stock grant which is performance-based. 0 to 96,770 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 12/31/2015 and will vest 1/31/2016.
- (10) Represents a restricted stock grant which vests annually in fourths beginning on March 27, 2015 (the "vesting date") and on each successive anniversary of the vesting dates.
- (11) Represents a restricted stock grant which is performance-based. 0 to 163,160 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 12/31/2016 and will vest 1/31/2017.

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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