

ARRIS GROUP INC
Form 4
May 31, 2006

FORM 4

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

OMB APPROVAL

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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 *
LAKIN JAMES

(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)
05/26/2006

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/Broadband

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 <u>(1)</u>	05/26/2006		M		33,333 A \$ 4.9	88,071	D
Common stock <u>(1)</u>	05/26/2006		S		33,333 D \$ 12.0003	54,738	D
Restricted stock <u>(2)</u>						32,336	D
Restricted stock <u>(3)</u>						20,896	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option	\$ 4.9	05/26/2006		M	33,333	<u>(1)</u> (4)	05/25/2014	Common stock	33,333
Stock option	\$ 10.2					<u>(5)</u>	08/06/2011	Common stock	135,000
Stock option	\$ 6.44					<u>(6)</u>	04/18/2012	Common stock	27,994
Stock option	\$ 13.28					<u>(7)</u>	04/25/2013	Common stock	30,957
Stock options	\$ 4.85					<u>(8)</u>	07/01/2013	Common Stock	53,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAKIN JAMES 3871 LAKEFIELD DRIVE SUWANEE, GA 30024			President/Broadband	

Signatures

/s/ James Lakin 05/31/2006
 **Signature of Date
 Reporting Person

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

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- (2) Represents a restricted stock grant which vests annually in thirds on the anniversary of the grant date, which was April 18, 2005.
Represents a restricted stock grant which is performance-related. The actual number of shares issued may be less to and including zero,
- (3) depending on consolidated 2006 performance. The shares vest annually in fourths beginning April 30, 2007(the "vesting date") and on each successive anniversary of the vesting date.
- (4) The options vest annually in thirds on the anniversary of the grant date, which was May 25, 2004
- (5) Stock options are currently fully exercisable
- (6) The options vest annually in fourths on the anniversary of the grant date, which was April 18, 2005
- (7) The options vest annually in fourths beginning April 30, 2007(the "vesting date") and on each successive anniversary of the vesting date.
- (8) The options vest annually in thirds on the anniversary of the grant date, which was July 1, 2003

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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