

ARRIS GROUP INC
Form 4
October 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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)
10/13/2006

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 / 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)
			Code	V Amount (A) or (D) Price			
Common stock <u>(1)</u>	10/01/2006		J	V 1,816 A \$ 9.83	111,832	D	
Common stock <u>(2)</u>	10/13/2006		M	3,253 A \$ 4.85	115,085	D	
Common stock <u>(2)</u>	10/13/2006		S	3,253 D \$ 12.85	111,832	D	
Common stock <u>(2)</u>	10/16/2006		M	14,980 A \$ 4.85	126,812	D	
Common stock <u>(2)</u>	10/16/2006		S	14,980 D \$ 12.867	111,832	D	

Edgar Filing: ARRIS GROUP INC - Form 4

Restricted stock ⁽³⁾	68,762	D
Restricted stock ⁽⁴⁾	58,735	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock options ⁽²⁾	\$ 4.85	10/13/2006		M	3,253	⁽⁵⁾ 07/01/2013	Common Stock 3,253
Stock options ⁽²⁾	\$ 4.85	10/16/2006		M	14,980	⁽⁵⁾ 07/01/2013	Common Stock 14,980
Stock option	\$ 8.12					⁽⁵⁾ 01/22/2012	Common stock 165,000
Stock option	\$ 22.875					⁽⁵⁾ 04/29/2009	Common stock 500,000
Stock option	\$ 8					⁽⁵⁾ 12/19/2010	Common stock 160,000
Stock option	\$ 10.2					⁽⁵⁾ 08/06/2011	Common stock 500,000
Stock option	\$ 4.9					⁽⁶⁾ 05/25/2014	Common stock 150,000
Stock option	\$ 6.44					⁽⁷⁾ 04/18/2012	Common stock 106,182
Stock option	\$ 13.28					⁽⁸⁾ 04/25/2013	Common stock 87,015

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANZIONE ROBERT J 3871 LAKEFIELD DRIVE SUWANEE, GA 30024	X		President / CEO	

Signatures

/s/ Robert J
Stanzione 10/16/2006

__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) Shares were purchased under the Company's ESPP.
- (2) Shares sold were subject to an existing Rule 10b5-1 Sales Plan.
- (3) 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, 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.
- (5) Stock options are currently fully exercisable
- (6) The options vest annually in thirds on the anniversary of the grant date, which was May 25, 2004
- (7) The options vest annually in fourths on the anniversary of the grant date, which was April 18, 2005
- (8) The options vest annually in fourths on the anniversary of the grant date, which was April 25, 2006.

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.