

ARRIS GROUP INC
Form 4/A
June 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
WOODLE DAVID A

(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)
12/14/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
12/18/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (D) Price		
Common stock ⁽¹⁾	12/14/2007		A		22,246 ⁽²⁾	A	\$ 0 22,246 D
Common stock ⁽³⁾	12/14/2007		A		12,651	A	\$ 0 12,651 I 401(k) Plan

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Phantom stock units	(4)	12/14/2007		A		44,914	(4) (4)	Common stock	44,914
Stock option	\$ 19.2	12/14/2007		A		197,174	(5) 05/22/2008	Common stock	197,174
Stock option	\$ 13.09	12/14/2007		A		100,955	(5) 10/04/2008	Common stock	100,955
Stock option	\$ 3.15	12/14/2007		A		114,636	(5) 08/19/2011	Common stock	114,646
Stock option	\$ 7.07	12/14/2007		A		143,295	(5) 08/17/2012	Common stock	143,295
Stock option	\$ 6.85	12/14/2007		A		114,636	(5) 10/11/2012	Common stock	114,636
Stock option	\$ 5.97	12/14/2007		A		85,977	(5) 06/28/2013	Common stock	85,977
Stock option	\$ 6.84	12/14/2007		A		85,977	(5) 07/04/2014	Common stock	85,977
Stock option	\$ 12.57	12/14/2007		A		171,954	(5) 07/01/2015	Common stock	171,954

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODLE DAVID A 3871 LAKEFIELD DRIVE SUWANEE, GA 30024	X			

Signatures

By POA /s/ Lawrence Margolis 06/10/2008

__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).

Received in connection with the acquisition of C-COR Incorporated ("C-COR") by ARRIS Group Inc. ("ARRIS"), effected on December 14, 2007 (the "Merger"), and pursuant to the Agreement and Plan of Merger (the "Merger Agreement") by and among C-COR, ARRIS and Air Merger Subsidiary, Inc., dated September 23, 2007. Each share of C-COR common stock was exchanged for either (a) \$13.75 in cash or (b) 1.0245 shares of ARRIS common stock having a market value of \$10.19 per share on the effective date of the merger and \$0.688 in cash, plus in each case, cash in lieu of any fractional share interest, in accordance with the reporting person's election and the proration procedures contained in the Merger Agreement.

(1) Reflects final allocation of shares due reporting person's election and the proration procedures contained in the Merger Agreement.

Represents securities previously held in C-COR's qualified 401(k) retirement plan. Received in connection with the Merger and pursuant to the Merger Agreement, each share of C-COR common stock was exchanged for 1.0245 shares of ARRIS common stock having a market value of \$10.19 per share on the effective date of the merger and \$0.688 in cash, plus in each case, cash in lieu of any fractional share interest, in accordance with the proration procedures contained in the Merger Agreement.

(4) These Phantom Stock Units replaced phantom stock units that were acquired at various prices under C-COR's non-qualified retirement savings and profit sharing plan and are exercisable upon the reporting person's retirement and may be taken in the form of stock or cash

(5) All stock options became fully vested at the time of the merger between C-COR Incorporated ("C-COR") and ARRIS Group, Inc. ("ARRIS"), effected on December 14, 2007 (the "Merger").

Acquired in connection with the Merger and pursuant to the Agreement and Plan of Merger (the "Merger Agreement") by and among C-COR, ARRIS and Air Merger Subsidiary, Inc., dated September 23, 2007. These stock options were received in exchange for stock options that represented a right to purchase an amount of C-COR common stock equal to the number of shares of ARRIS common stock, having a market value of \$10.19 per share on the effective date of the merger, subject to the stock options multiplied by 1.1464. The exercise price for the replaced stock options is determined by dividing the exercise price of the stock options by 1.1464.

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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