**POTTS DAVID** 

Form 4

September 24, 2009

Check this box

if no longer

subject to

Section 16.

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** POTTS DAVID			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ARRIS GROUP INC [ARRS]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
3871 LAKEFIELD DRIVE			(Month/Day/Year) 09/22/2009	Director 10% Owner _X_ Officer (give title Other (specification) below)  CFO/Executive Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SUWANEE, GA 30024			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person		
(City)	(State)	(Zip)	Table I. New Desiration Committee A	anning Diamond of an Donoff siglly Orange		

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common stock (1)	09/22/2009		M	21,275	A	\$ 4.9	75,165	D	
Common stock (1)	09/22/2009		S	21,275	D	\$ 13.75	53,890	D	
Restricted stock (2)							5,224	D	
Restricted stock (3)							10,279	D	
Restricted stock (4)							48,379	D	

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Restricted stock (5)	46,250	D
Restricted stock (6)	61,666	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Lunderlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (1)	\$ 4.9	09/22/2009		M	21,275	<u>(7)</u>	05/25/2014	Common stock	21,275

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

POTTS DAVID 3871 LAKEFIELD DRIVE SUWANEE, GA 30024

CFO/Executive Vice President

### **Signatures**

/s/ David B 09/24/2009 **Potts** \*\*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).
- Shares sold were subject to an existing Rule 10b5-1 Sales Plan.
- The options vest annually in fourths beginning April 30, 2007(the "vesting date") and on each successive anniversary of the vesting date.

Reporting Owners 2

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- (3) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 9, 2007.
- (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.
- Represents a restricted stock grant which is in part performance based. 30,833 shares of the grant are guaranteed and will vest over a two year period. 0 to 30,833 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) 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. 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.