

CAEZZA JOHN O  
Form 4  
February 08, 2011

**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 \*  
CAEZZA JOHN O

(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)  
02/07/2011

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 of Access, Transport

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 <u>(1)</u>	02/07/2011		M		28,660	A	\$ 5.97
Common stock <u>(1)</u>	02/07/2011		S		28,660	D	\$ 13.04
Restricted stock <u>(2)</u>							25,200
Restricted stock <u>(3)</u>							27,090
Restricted stock <u>(4)</u>							29,062

Restricted stock <sup>(5)</sup>	38,749	D
Restricted stock <sup>(6)</sup>	26,315	D
Restricted stock <sup>(7)</sup>	43,858	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)	8. Amount or Number of Shares
Stock option <sup>(1)</sup>	\$ 5.97	02/07/2011		M	28,660	<sup>(8)</sup> 06/28/2013	Common stock	28,660

## Reporting Owners

Reporting Owner Name / Address	Relationships
CAEZZA JOHN O 3871 LAKEFIELD DRIVE SUWANEE, GA 30024	Director 10% Owner Officer  President of Access, Transport

## Signatures

/s/ John Caezza                      02/08/2011  
 \*\*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 in which 20% vests on December 20, 2009 (the "vesting date") and 10% will vest on each successive anniversary of the vesting date.
- (3) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 28, 2008.
- (4) 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. 25,833 shares of the grant are guaranteed and will vest over a two year period. 0 to 25,833 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.
- (5) Represents a restricted stock grant which vests annually in fourths beginning on March 25, 2011 (the "vesting date") and on each successive anniversary of the vesting dates.  
Represents a restricted stock grant which is in part performance-based. 8,772 shares of the grant are guaranteed and will vest on 3/25/2011. 0 to 35,086 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 12/31/2012 and will vest on 1/31/2013.
- (6) Represents a restricted stock grant which vests annually in fourths beginning on March 25, 2011 (the "vesting date") and on each successive anniversary of the vesting dates.  
Represents a restricted stock grant which is in part performance-based. 8,772 shares of the grant are guaranteed and will vest on 3/25/2011. 0 to 35,086 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 12/31/2012 and will vest on 1/31/2013.
- (7) Represents a restricted stock grant which vests annually in fourths beginning on March 25, 2011 (the "vesting date") and on each successive anniversary of the vesting dates.  
Represents a restricted stock grant which is in part performance-based. 8,772 shares of the grant are guaranteed and will vest on 3/25/2011. 0 to 35,086 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 12/31/2012 and will vest on 1/31/2013.
- (8) 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.

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