### ARRIS GROUP INC

Form 4 July 05, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 AddreSTANZIONE I		ng Person *	2. Issuer Name and Ticker or Trading Symbol ARRIS GROUP INC [ARRS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
3871 LAKEFIELD DRIVE (Street)			(Month/Day/Year) 07/03/2006	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President / CEO			
			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
SUWANEE, G	A 30024			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative Se	curiti	es Acquir	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A)			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	(D)	Price	(IIIsu. 5 aliu 4)		
Common stock (1)	07/03/2006		M	100,967	A	\$ 4.85	210,983	D	
Common stock (1)	07/03/2006		S	100,967	D	\$ 12.89	110,016	D	
Common stock (1)	07/05/2006		M	5,800	A	\$ 4.85	115,816	D	
Common stock (1)	07/05/2006		S	5,800	D	\$ 12.86	110,016	D	
Restricted stock							68,762	D	

Restricted 58,735 stock (2)

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

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D

(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 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 (1)	\$ 4.85	07/03/2006		M	100,967	(3)	07/01/2013	Common Stock	100,967
Stock options (1)	\$ 4.85	07/05/2006		M	5,800	(3)	07/01/2013	Common Stock	5,800
Stock option	\$ 8.12					(3)	01/22/2012	Common stock	165,000
Stock option	\$ 22.875					<u>(3)</u>	04/29/2009	Common stock	500,000
Stock option	\$ 8					<u>(3)</u>	12/19/2010	Common stock	160,000
Stock option	\$ 10.2					<u>(3)</u>	08/06/2011	Common stock	500,000
Stock option	\$ 4.9					<u>(4)</u>	05/25/2014	Common stock	150,000
Stock option	\$ 6.44					<u>(5)</u>	04/18/2012	Common stock	106,182
Stock option	\$ 13.28					<u>(6)</u>	04/25/2013	Common stock	87,015

# **Reporting Owners**

Relationships Reporting Owner Name / Address

Reporting Owners 2

### Edgar Filing: ARRIS GROUP INC - Form 4

Director 10% Owner Officer Other

STANZIONE ROBERT J 3871 LAKEFIELD DRIVE SUWANEE, GA 30024

President / CEO

## **Signatures**

/s/ Robert J

Stanzione 07/05/2006

\*\*Signature of Date

Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

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

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.

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