

STANZIONE ROBERT J
 Form 4
 February 08, 2012

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

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)
 3871 LAKEFIELD DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2012

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

SUWANEE, GA 30024

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common stock ⁽¹⁾	02/03/2012		M	35,000 A	\$ 6.44 469,358	D	
Common stock ⁽¹⁾	02/03/2012		S	35,000 D	\$ 12.0277 434,358	D	
Restricted stock ⁽³⁾					47,086	D	
Restricted stock ⁽⁴⁾					60,000	D	
Restricted stock ⁽⁵⁾					58,593	D	

Restricted stock <u>(6)</u>	104,166	D
Restricted stock <u>(7)</u>	72,820	D
Restricted stock <u>(8)</u>	145,640	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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option	\$ 6.44	02/03/2012		M	35,000	<u>(9)</u> 04/18/2012	Common stock	35,000	

Reporting Owners

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

Signatures

/s/ RJ Stanzione 02/08/2012

**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).

(1) Shares sold were subject to an existing Rule 10b5-1 Sales Plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.11, inclusive. The reporting person undertakes to provide the issuer or any security holder of the issuer or the staff of the Security and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(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.

(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. 26,042 shares of the grant are guaranteed and vested on 3/25/2011. (6) 0 to 104,166 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 31, 2012 (the "vesting date") and on each successive anniversary of the vesting dates.

(8) Represents a restricted stock grant which is performance-based. 0 to 145,640 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 12/31/2013 and will vest on 1/31/2014.

(9) 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.