

ARRIS GROUP INC

Form 4

December 18, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
12/14/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option	\$ 5.62	12/14/2007	A		11,463		<u>(1)</u>	10/14/2009	Common stock	11,463
Stock option	\$ 10.47	12/14/2007	A		85,977		<u>(1)</u>	08/05/2009	Common stock	85,977
Stock option	\$ 6.55	12/14/2007	A		34,390		<u>(1)</u>	06/07/2010	Common stock	34,390
Stock option	\$ 7.68	12/14/2007	A		28,659		<u>(1)</u>	06/14/2012	Common stock	28,659
Stock option	\$ 6.85	12/14/2007	A		28,659		<u>(1)</u>	10/11/2012	Common stock	28,659
Stock option	\$ 5.97	12/14/2007	A		28,659		<u>(1)</u>	06/28/2013	Common stock	28,659
Stock option	\$ 6.84	12/14/2007	A		40,122		<u>(1)</u>	07/04/2014	Common stock	40,122
Stock option	\$ 12.57	12/14/2007	A		45,854		<u>(1)</u>	07/01/2015	Common stock	45,854

Reporting Owners

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

Signatures

By POA, /s/ Lawrence
Margolis 12/18/2007

__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) All stock options became fully vested at the time of the merger between C-COR Incorporate ("C-COR") and ARRIS Group, Inc. ("ARRIS"), effected on December 14, 2007 (the "Merger").
- (2)

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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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