

POTTS DAVID  
Form 4  
March 11, 2009

**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 \*  
**POTTS DAVID**

(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)  
**03/09/2009**

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)  
**CFO/Executive Vice President**

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	03/09/2009		C		2,638 (1) \$ 0	D	56,529
Common stock	03/11/2009		S		2,638 (2) \$ 6.49	D	53,891
Restricted stock (3)	03/09/2009		F		2,501 (4) \$ 6.23	D	12,917
Restricted stock (3)	03/09/2009		C		2,638 (1) \$ 0	D	10,279
Restricted stock (5)	03/11/2009		D		18,835 (6) \$ 0	D	64,505

Restricted stock <sup>(7)</sup>

10,448 D

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

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**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
POTTS DAVID 3871 LAKEFIELD DRIVE SUWANEE, GA 30024	Director 10% Owner Officer Other CFO/Executive Vice President

## Signatures

/s/ David B. Potts 03/11/2009

\*\*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) Represents the vested portion of a restricted stock grant converting to common stock.
- (2) Shares sold were subject to an existing Rule 10b5-1 Sales Plan.
- (3) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 9, 2007.

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- (4) Represents shares withheld to cover payroll tax liability on partial vesting of previously granted restricted shares
- (5) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 28, 2008.
- (6) Represents a reduction of the shares of a performance based restricted stock grant which were not earned.
- (7) Represents a restricted stock grant which vests annually in fourths beginning on 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.

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