

ARRIS GROUP INC

Form 4

May 04, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GERACI MARC S

(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)
04/30/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D)	Price	
Common stock	04/30/2009		C		381 ⁽¹⁾	A \$ 0	11,661 D
Common stock ⁽²⁾	04/30/2009		M		4,826	A \$ 6.44	16,487 D
Common stock ⁽²⁾	04/30/2009		S		4,826	D \$ 11.25	11,661 D
Restricted stock ⁽³⁾	04/30/2009		F		184 ⁽⁴⁾	D \$ 10.67	946 D
Restricted stock ⁽³⁾	04/30/2009		C		381 ⁽¹⁾	D \$ 0	565 D

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Restricted stock ⁽⁵⁾	1,394	D
Restricted stock ⁽⁶⁾	10,628	D
Restricted stock ⁽⁷⁾	16,670	D

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

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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 (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. 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 option	\$ 6.44	04/30/2009		M	4,826	<u>(2)</u> (8)	04/18/2012	Common stock	4,826 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERACI MARC S 3871 LAKEFIELD DRIVE SUWANEE, GA 30024			Treasurer	

Signatures

/s/ Marc Geraci 05/04/2009

 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 beginning on April 30, 2007(the "vesting date") and on each successive anniversary of the vesting date.
- (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 9, 2007.
- (6) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 28, 2008.
- (7) 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.
- (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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