

POTTS DAVID

Form 4

September 24, 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
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(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)
09/22/2009

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)

CFO/Executive Vice President

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)
Common stock <u>(1)</u>	09/22/2009		M	21,275 A	\$ 4.9 75,165	D	
Common stock <u>(1)</u>	09/22/2009		S	21,275 D	\$ 13.75 53,890	D	
Restricted stock <u>(2)</u>					5,224	D	
Restricted stock <u>(3)</u>					10,279	D	
Restricted stock <u>(4)</u>					48,379	D	

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Restricted stock ⁽⁵⁾	46,250	D
Restricted stock ⁽⁶⁾	61,666	D

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

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(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
Stock option ⁽¹⁾	\$ 4.9	09/22/2009		M	21,275	⁽⁷⁾ 05/25/2014	Common stock	21,275

Reporting Owners

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

Signatures

/s/ David B
Potts 09/24/2009

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

(2) The options vest annually in fourths beginning April 30, 2007(the "vesting date") and on each successive anniversary of the vesting date.

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- (3) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 9, 2007.
- (4) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 28, 2008.
- (5) 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.

Represents a restricted stock grant which is in part performance based. 30,833 shares of the grant are guaranteed and will vest over a two

- (6) year period. 0 to 30,833 of the grant is subject to the Company's shareholder return as compared to the NASDAQ Composite shareholder return over the three year period ended 12/31/2011 and will vest on 1/31/2012.
- (7) 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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