

STANZIONE ROBERT J

Form 4

July 12, 2005

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STANZIONE ROBERT J

(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)  
07/08/2005

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 / CEO

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	(A) or (D)	Price			
Common stock <sup>(1)</sup>	07/08/2005		M		43,333	A	\$ 2.43	129,942	D	
Common stock <sup>(1)</sup>	07/08/2005		S		43,333	D	\$ 9.43	86,609	D	
Restricted stock <sup>(2)</sup>								103,152	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**

SEC 1474  
(9-02)

number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option	\$ 2.43	07/08/2005		M			43,333	<u>(3)</u>	12/11/2012	Common stock	43,333
Stock option	\$ 8.12							<u>(4)</u>	01/22/2012	Common stock	165,000
Stock option	\$ 22.875							<u>(5)</u>	04/29/2009	Common stock	500,000
Stock option	\$ 8							<u>(5)</u>	12/19/2010	Common stock	160,000
Stock option	\$ 10.2							<u>(5)</u>	08/06/2011	Common stock	500,000
Stock option	\$ 4.9							<u>(6)</u>	05/25/2014	Common stock	220,000
Stock option	\$ 6.44							<u>(7)</u>	04/18/2012	Common stock	106,182
Stock options	\$ 4.85							<u>(8)</u>	07/01/2013	Common Stock	375,000

## Reporting Owners

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

## Signatures

/s/ Robert J.

Stanzione

07/12/2005

\*\*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) Stock options were exercised pursuant to an existing Rule 10b5-1 Sales Plan

Represents a restricted stock grant which is performance-related. The actual number of shares issued may be less to and including zero,

(2) depending on consolidated 2005 performance. The shares vest annually in thirds on the anniversary of the grant date, which was April 18, 2005.

(3) The options vest annually in thirds on the anniversary of the grant date, which was December 11, 2002

(4) The options vest annually in fourths on the anniversary of the grant date, which was January 22, 2002

(5) Stock options are currently fully exercisable

(6) The options vest annually in thirds on the anniversary of the grant date, which was May 25, 2004

(7) The options vest annually in fourths on the anniversary of the grant date, which was April 18, 2005

(8) The options vest annually in thirds on the anniversary of the grant date, which was July 1, 2003

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.