

ARRIS GROUP INC  
Form 4  
February 02, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)  
01/31/2007

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)  
Treasurer

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 (D) Price			
Common stock <u>(1)</u>	01/31/2007		M	6,500 A \$ 10.2	7,638	D	
Common stock <u>(1)</u>	01/31/2007		S	6,500 D \$ 14	1,138	D	
Restricted stock <u>(2)</u>					2,779	D	
Restricted stock <u>(3)</u>					2,259	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 number.

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 (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 <sup>(1)</sup>	\$ 10.2	01/31/2007		M	6,500	<sup>(4)</sup> 08/06/2011	Common stock	6,500
Stock option	\$ 2.43					<sup>(4)</sup> 12/11/2012	Common stock	3,122
Stock option	\$ 38.9375					<sup>(4)</sup> 01/31/2010	Common stock	6,500
Stock option	\$ 8.12					<sup>(4)</sup> 01/22/2012	Common stock	2,250
Stock option	\$ 6.44					<sup>(5)</sup> 04/18/2012	Common stock	6,435
Stock option	\$ 13.28					<sup>(6)</sup> 04/25/2013	Common stock	5,020

## 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

02/02/2007

\*\*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) Shares sold were subject to an existing Rule 10b5-1 Sales Plan.
- (2) Represents a restricted stock grant which vests annually in thirds on the anniversary of the grant date, which was April 18, 2005.
- (3) Represents a restricted stock grant which vests annually in fourths beginning April 30, 2007(the "vesting date") and on each successive anniversary of the vesting date.
- (4) Stock options are currently fully exercisable
- (5) The options vest annually in fourths on the anniversary of the grant date, which was April 18, 2005
- (6) The options vest annually in fourths beginning 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.

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.