## Edgar Filing: ARRIS GROUP INC - Form 4

ARRIS GRO Form 4											
April 20, 200										PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB	3235-0287				
Check this	s box		Was	hington,	D.C. 20	549			Number:		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to SECURITIES 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						e Act of 1934, 1935 or Section	Expires: January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type R	esponses)										
1. Name and Ad POTTS DAV	ddress of Reportin	g Person <u>*</u>	Symbol	Name and GROUP I			ıg	5. Relationship of Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check					(Check	k all applicable)		
3871 LAKEFIELD DRIVE (Month/D 04/18/20				Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below) CFO/Executive Vice President			
SUWANEE,	(Street) GA 30024			ndment, Dat h/Day/Year)	-			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Pe	rson	
(City)	(State)	(Zip)	Table	I Non D	omizzativa	Soon	tion A an	Person uired, Disposed of,	or Popoficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	eate 2A. Dee ar) Executio any		3. Transactic Code (Instr. 8)	4. Securi	ties A ispose	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Destricted				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Restricted stock	04/18/2007			D <u>(1)</u>	3,923	D	\$ 14.93	20,249	D		
Restricted stock $(2)$	04/20/2007			S	8,163	D	\$ 15.18	12,086 <u>(3)</u>	D		
Common stock								48,891	D		
Restricted stock (4)								20,896	D		
Restricted stock (5)								26,766	D		

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	<b>T</b> '4	or		
						Exercisable Date	Date	Title Numb	Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I State and a state	Director	10% Owner	Officer	Other			
POTTS DAVID 3871 LAKEFIELD DRIVE SUWANEE, GA 30024			CFO/Executive Vice President				
Signatures							
/./ D							

/S/ David D	04/20/2007			
Potts	04/20/2007			
**Signature of	Date			

## Reporting Person 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 shares withheld to cover payroll tax liability on partial vesting of previously granted restricted shares
- (2) Shares sold were subject to an existing Rule 10b5-1 Sales Plan.
- (3) Represents a restricted stock grant which vests annually in thirds on the anniversary of the grant date, which was April 18, 2005.
- (4) 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.
- (5) Represents a restricted stock grant which is performance-related. The actual number of shares issued may be less to and including zero, depending on consolidated 2007 performance. The shares vest annually in fourths on the anniversary of the grant date, which was March

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#### 9, 2007.

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.