

McClelland Bruce William
 Form 4
 February 09, 2011

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 *
 McClelland Bruce William

(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)
 02/07/2011

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 below) ___ Other (specify below)
 President, Broadband Comm Grou

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock <u>(1)</u> | 02/07/2011 | | S | | 5,322 | D | \$ 13 |
| Restricted stock <u>(2)</u> | | | | | 1,952 | D | |
| Restricted stock <u>(3)</u> | | | | | 27,090 | D | |
| Restricted stock <u>(4)</u> | | | | | 34,687 | D | |
| Restricted stock <u>(5)</u> | | | | | 46,249 | D | |

Edgar Filing: McClelland Bruce William - Form 4

- (2) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 9, 2007.
- (3) Represents a restricted stock grant which vests annually in fourths on the anniversary of the grant date, which was March 28, 2008.
- (4) 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 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.
- (5) Represents a restricted stock grant which vests annually in fourths beginning on March 25, 2011 (the "vesting date") and on each successive anniversary of the vesting dates.
 - (6) Represents a restricted stock grant which is in part performance-based. 10,073 shares of the grant are guaranteed and will vest on 3/25/2011. 0 to 40,294 of the grant are subject to the Company's shareholder return as compared to the NASDAQ Composite shareholder return over the three year period ended 12/31/2012 and will vest on 1/31/2013.

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.