

CAEZZA JOHN O
Form 4
July 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
CAEZZA JOHN O

(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)
06/29/2012

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 of Access, Transport

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)	(A) or (D)	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>	06/29/2012		M	40,124	A	\$ 6.84 135,543	D	
Common stock <u>(1)</u>	06/29/2012		S	40,124	D	\$ 13.9479 95,419	D	
Common stock <u>(3)</u>	07/02/2012		S	16,186	D	\$ 14 79,233	D	
Restricted stock <u>(4)</u>						25,200	D	
Restricted stock <u>(5)</u>						9,686	D	

Restricted stock <u>(6)</u>	13,157	D
Restricted stock <u>(7)</u>	35,086	D
Restricted stock <u>(8)</u>	18,682	D
Restricted stock <u>(9)</u>	49,820	D
Restricted stock <u>(10)</u>	29,040	D
Restricted stock <u>(11)</u>	58,080	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 <u>(1)</u>	\$ 6.84	06/29/2012		M	40,124	<u>(12)</u> 07/04/2014	Common stock	40,124

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAEZZA JOHN O 3871 LAKEFIELD DRIVE SUWANEE, GA 30024			President of Access, Transport	

Signatures

/s/ John Caezza

07/02/2012

**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

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.94 to \$13.98, inclusive. The reporting person undertakes to provide the issuer or any security holder of the issuer or the staff of the Security and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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

(4) Represents a restricted stock grant in which 20% vests on December 20, 2009 (the "vesting date") and 10% will vest on each successive anniversary of the vesting date.

(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.

(6) 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.

(7) Represents a restricted stock grant which is in part performance-based. 8,772 shares of the grant are guaranteed and had vested on 3/25/2011. 0 to 35,086 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.

(8) Represents a restricted stock grant which vests annually in fourths beginning on March 31, 2012(the "vesting date") and on each successive anniversary of the vesting dates.

(9) Represents a restricted stock grant which is performance-based. 0 to 49,820 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 12/31/2013 and will vest on 1/31/2014.

(10) Represents a restricted stock grant which vests annually in fourths beginning on March 28, 2013(the "vesting date") and on each successive anniversary of the vesting dates.

(11) Represents a restricted stock grant which is performance-based. 0 to 58,080 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 12/31/2014 and will vest on 1/31/2015.

(12) 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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