

STANZIONE ROBERT J
Form 4
March 24, 2006

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 *
STANZIONE ROBERT J

2. Issuer Name and Ticker or Trading Symbol
ARRIS GROUP INC [ARRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3871 LAKEFIELD DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President / CEO

SUWANEE, GA 30024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common stock ⁽¹⁾	03/23/2006		M		55,900 A \$ 4.9	142,509	D
Common stock ⁽¹⁾	03/23/2006		S		55,900 D \$ 13.9216	86,609	D
Restricted stock ⁽²⁾						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	\$ 4.9	03/23/2006		M	55,900	<u>(1)(3)</u>	05/25/2014	Common stock	55,900
Stock option	\$ 8.12					<u>(4)</u>	01/22/2012	Common stock	165,000
Stock option	\$ 22.875					<u>(4)</u>	04/29/2009	Common stock	500,000
Stock option	\$ 8					<u>(4)</u>	12/19/2010	Common stock	160,000
Stock option	\$ 10.2					<u>(4)</u>	08/06/2011	Common stock	500,000
Stock option	\$ 6.44					<u>(5)</u>	04/18/2012	Common stock	106,182
Stock options	\$ 4.85					<u>(6)</u>	07/01/2013	Common Stock	125,000

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

03/24/2006

**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
- (2) Represents a restricted stock grant which vests 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 May 25, 2004
- (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 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.