

ARRIS GROUP INC
Form 4
September 05, 2006

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 *
ISAACS BRYANT

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)
09/05/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President/New Business Venture

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock <u>(1)</u> | 09/05/2006 | | M | | 30,000 | A | \$ 4.85 |
| Common stock <u>(1)</u> | 09/05/2006 | | S | | 30,000 | D | \$ 12 |
| Restricted stock | | | | | | | 12,697 |
| Restricted stock <u>(2)</u> | | | | | | | 19,767 |

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 options ⁽¹⁾ | \$ 4.85 | 09/05/2006 | | S | 30,000 | ⁽³⁾ 07/01/2013 | Common Stock | 30,000 |
| Stock option | \$ 8.12 | | | | | ⁽³⁾ 01/22/2012 | Common stock | 40,000 |
| Stock option | \$ 8 | | | | | ⁽³⁾ 12/19/2010 | Common stock | 60,000 |
| Stock option | \$ 6.44 | | | | | ⁽⁴⁾ 04/18/2012 | Common stock | 29,602 |
| Stock option | \$ 13.28 | | | | | ⁽⁵⁾ 04/25/2013 | Common stock | 29,284 |
| Stock option | \$ 4.9 | | | | | ⁽⁶⁾ 05/25/2014 | Common stock | 26,664 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ISAACS BRYANT 3871 LAKEFIELD DRIVE SUWANEE, GA 30024 | | | President/New Business Venture | |

Signatures

/s/ Bryant Isaacs 09/05/2006

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

Represents a restricted stock grant which is performance-related. The actual number of shares issued may be less to and including zero,

(2) depending on consolidated 2006 performance. The shares vest annually in fourths beginning April 30, 2007(the "vesting date") and on each successive anniversary of the vesting date.

(3) Stock options are currently fully exercisable

(4) The options vest annually in fourths on the anniversary of the grant date, which was April 18, 2005

(5) The options vest annually in fourths beginning April 30, 2007(the "vesting date") and on each successive anniversary of the vesting date.

(6) The options vest annually in thirds on the anniversary of the grant date, which was May 25, 2004

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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