

McClelland Bruce William
 Form 4
 March 11, 2010

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 *
 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)
 03/09/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President, Broadband Comm Grou

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price (A) or (D) | | |
| Common stock | 03/09/2010 | | C | | 1,318 (1) A \$ 0 | D | |
| Restricted stock (2) | 03/09/2010 | | C | | 1,318 (1) D \$ 0 | D | |
| Restricted stock (2) | 03/09/2010 | | F | | 634 (3) D \$ 12.05 | D | |
| Restricted stock (4) | | | | | | D | |
| Restricted stock (5) | | | | | | D | |

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| | | |
|-----------------------------|--------|---|
| Restricted stock <u>(6)</u> | 46,250 | D |
| Restricted stock <u>(7)</u> | 61,666 | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McClelland Bruce William 3871 LAKEFIELD DRIVE SUWANEE, GA 30024 | | | President, Broadband Comm Grou | |

Signatures

/s/ Bruce
McClelland
03/11/2010
Date

**Signature of 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 the vested portion of a restricted stock grant converting to common stock.

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- (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 shares withheld to cover payroll tax liability on partial vesting of previously granted restricted shares
 - (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 vests annually in fourths on the anniversary of the grant date, which was March 28, 2008.
 - (6) 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
- (7) 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.

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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