

POTTS DAVID
Form 4
February 11, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
POTTS DAVID

(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)
02/10/2011

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)
CFO/Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock ⁽¹⁾ | 02/10/2011 | | M | | 100,000 | A | \$ 10.2 |
| Common stock ⁽¹⁾ | 02/10/2011 | | M | | 12,065 | A | \$ 4.9 |
| Common stock ⁽¹⁾ | 02/10/2011 | | M | | 37,325 | A | \$ 6.44 |
| Common stock ⁽¹⁾ | 02/10/2011 | | S | | 100,000 | D | \$ 14.25 |
| Common stock ⁽¹⁾ | 02/10/2011 | | S | | 12,065 | D | \$ 13.75 |

Edgar Filing: POTTS DAVID - Form 4

| | | | | | | | |
|-----------------------------|------------|---|--------|---|----------|--------|---|
| Common stock <u>(1)</u> | 02/10/2011 | S | 37,325 | D | \$ 13.75 | 53,890 | D |
| Restricted stock <u>(2)</u> | | | | | | 5,140 | D |
| Restricted stock <u>(3)</u> | | | | | | 32,252 | D |
| Restricted stock <u>(4)</u> | | | | | | 34,687 | D |
| Restricted stock <u>(5)</u> | | | | | | 46,249 | D |
| Restricted stock <u>(6)</u> | | | | | | 30,220 | D |
| Restricted stock <u>(7)</u> | | | | | | 50,367 | 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 number.

SEC 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock option <u>(1)</u> | \$ 10.2 | 02/10/2011 | | M | 100,000 | <u>(8)</u> | 08/06/2011 | Common stock | 100,000 |
| Stock option <u>(1)</u> | \$ 4.9 | 02/10/2011 | | M | 12,065 | <u>(8)</u> | 05/25/2014 | Common stock | 12,065 |
| Stock option <u>(1)</u> | \$ 6.44 | 02/10/2011 | | M | 37,325 | <u>(8)</u> | 04/18/2012 | Common stock | 37,325 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

POTTS DAVID
3871 LAKEFIELD DRIVE
SUWANEE, GA 30024

CFO/Executive Vice President

Signatures

/s/ David B
Potts

02/11/2011

**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 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.

(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.

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.

(8) 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.

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.