McClelland Bruce William Form 4
March 27, 2013

## FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

SECURITIES

ion 16(a) of the Securities Evolution Act of 1024

obligations may continue. *See* Instruction 1(b).

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

2. Issuer Name **and** Ticker or Trading

ARRIS GROUP INC [ARRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

(Middle)

(Last) (First)

3. Date of Earliest Transaction

\_.

(Month/Day/Year)

\_\_\_\_ Director \_\_\_\_ 10% Owner \_\_\_X\_ Officer (give title \_\_\_\_ Other (specify below)

03/25/2013

President, Broadband Comm Grou

6. Individual or Joint/Group Filing(Check

3871 LAKEFIELD DRIVE

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

SUWANEE, GA 30024

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common stock	03/25/2013		C	3,932 (1)	A	\$0	91,523	D	
Restricted stock (2)	03/25/2013		C	3,932 (1)	D	\$0	11,178	D	
Restricted stock (2)	03/25/2013		F	3,623 (3)	D	\$ 17.1	7,555	D	
Restricted stock (4)							11,561	D	
Restricted stock (5)							21,127	D	

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Restricted stock (6)	56,340	D
Restricted stock (7)	34,030	D
Restricted stock (8)	68,060	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control 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)	4. Transac Code (Instr. 8	5. tionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ ee			le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
			Code '	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Director 10% Owner Officer Other

McClelland Bruce William 3871 LAKEFIELD DRIVE SUWANEE, GA 30024

President, Broadband Comm Grou

## **Signatures**

/s/ Bruce

McClelland 03/27/2013 \*\*Signature of Date

Reporting Person

2 Reporting Owners

### **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.
- (2) 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.
- (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 March 30, 2010(the "vesting date") and on each successive anniversary of the vesting date.
- (5) 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.
- (6) Represents a restricted stock grant which is performance-based. 0 to 56,340 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.
- (7) 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.
- (8) Represents a restricted stock grant which is performance-based. 0 to 68,060 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.

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.