

ARRIS GROUP INC
Form 4
August 12, 2005

FORM 4

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

OMB APPROVAL

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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)
08/10/2005

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⁾	08/10/2005		M		23,333	A	\$ 2.43 52,451
Common stock ⁽¹⁾	08/10/2005		S		23,333	D	\$ 10.36 29,118
Common stock ⁽¹⁾	08/10/2005		M		33,330	A	\$ 4.9 62,448
Common stock ⁽¹⁾	08/10/2005		S		33,330	D	\$ 10.36 29,118
Common stock ⁽¹⁾	08/10/2005		M		100,000	A	\$ 4.85 129,118

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Common stock <u>(1)</u>	08/10/2005	S	78,562	D	\$ 10.36	50,556	D
Restricted stock <u>(2)</u>						36,260	D

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

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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	\$ 2.43	08/10/2005		M	23,333	<u>(3)</u> 12/11/2012	Common stock 23,333
Stock option	\$ 4.9	08/10/2005		M	33,330	<u>(4)</u> 05/25/2014	Common stock 33,330
Stock options	\$ 4.85	08/10/2005		M	100,000	<u>(5)</u> 07/01/2013	Common Stock 100,000
Stock option	\$ 8.12					<u>(6)</u> 01/22/2012	Common stock 40,000
Stock option	\$ 10.2					<u>(6)</u> 08/06/2011	Common stock 100,000
Stock option	\$ 6.44					<u>(7)</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

08/12/2005

__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

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 2005 performance. The shares vest 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 December 11, 2002

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

(5) The options vest annually in thirds on the anniversary of the grant date, which was July 1, 2003

(6) Stock options are currently fully exercisable

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

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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