

ARRIS GROUP INC

Form 4

March 31, 2015

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STANZIONE ROBERT J

(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)
03/27/2015

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)

Chairman & CEO

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)
Restricted stock <u>(1)</u>	03/28/2015		F	Amount <u>(2)</u> 10,335 D	\$ 28.33 32,766	D	
Restricted stock <u>(1)</u>	03/28/2015		C	Amount <u>(3)</u> 11,217 D	\$ 0 21,549	D	
Common stock <u>(3)</u>	03/27/2015		C	10,615 A	\$ 0 780,452	D	
Common stock <u>(3)</u>	03/28/2015		C	11,217 A	\$ 0 791,669	D	
Common stock <u>(3)</u>	03/29/2015		C	7,578 A	\$ 0 799,247	D	

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Restricted stock <u>(4)</u>	03/29/2015	F	6,982 <u>(2)</u>	D	\$ 28.33	36,698	D
Restricted stock <u>(4)</u>	03/29/2015	C	7,578 <u>(3)</u>	D	\$ 0	29,120	D
Restricted stock <u>(5)</u>	03/27/2015	F	9,780 <u>(2)</u>	D	\$ 28.33	71,800	D
Restricted stock <u>(5)</u>	03/27/2015	C	10,615 <u>(3)</u>	D	\$ 0	61,185	D
Restricted stock <u>(6)</u>	03/30/2015	A	77,375	A	\$ 0	77,375	D
Restricted stock <u>(7)</u>	03/30/2015	A	154,750	A	\$ 0	154,750	D
Restricted stock <u>(8)</u>						18,205	D
Restricted stock <u>(9)</u>						116,480	D
Restricted stock <u>(10)</u>						120,963	D
Restricted stock <u>(11)</u>						96,770	D
Restricted stock <u>(12)</u>						163,160	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANZIONE ROBERT J 3871 LAKEFIELD DRIVE SUWANEE, GA 30024	X		Chairman & CEO	

Signatures

/s/ RJ Stanzione 03/31/2015

__Signature of Date
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 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 date.
 - (2) Represents shares withheld to cover payroll tax liability on partial vesting of previously granted restricted shares
 - (3) Represents the vested portion of a restricted stock grant converting to common stock.
 - (4) Represents a restricted stock grant which vests annually in fourths beginning on March 29, 2014 (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 27, 2015 (the "vesting date") and on each successive anniversary of the vesting date.
 - (6) Represents a restricted stock grant which vests annually in fourths beginning on March 30, 2016 (the "vesting date") and on each successive anniversary of the vesting date.
 - (7) Represents a restricted stock grant which is performance-based. 0 to 154,750 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 12/31/2017 and will vest 1/31/2018.
 - (8) 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 date.
 - (9) Represents a restricted stock grant which is performance-based. 0 to 116,480 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 12/31/2015 and will vest 1/31/2016.
 - (10) Represents a restricted stock grant which vests annually in fourths beginning on July 12, 2014 (the "vesting date") and on each successive anniversary of the vesting date.
 - (11) Represents a restricted stock grant which is performance-based. 0 to 96,770 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 12/31/2015 and will vest 1/31/2016.
 - (12) Represents a restricted stock grant which is performance-based. 0 to 163,160 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 12/31/2016 and will vest 1/31/2017.

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.