

ARRIS GROUP INC  
Form 3  
February 04, 2003

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

**FORM 3**

**INITIAL STATEMENT OF 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**

<p><b>1. Name and Address of Reporting Person*</b> (<i>Last, First, Middle</i>)</p> <p>Geraci, Marc S.</p> <hr/> <p>11450 Technology Circle</p> <p align="center"><i>(Street)</i></p> <hr/> <p>Duluth, GA 30097</p> <p><i>(City) (State) (Zip)</i></p>	<p><b>2. Date of Event Requiring Statement</b> (<i>Month/Day/Year</i>)</p> <p>1/31/03</p> <hr/> <p><b>4. Issuer Name and Ticker or Trading Symbol</b></p> <p>Arris Group, Inc. "ARRS"</p> <hr/> <p><b>6. If Amendment, Date of Original</b> (<i>Month/Day/Year</i>)</p> <hr/>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> (<i>voluntary</i>)</p> <hr/> <p><b>5. Relationship of Reporting Person(s) to Issuer</b> (<i>Check All Applicable</i>)</p> <p><input type="radio"/> Director      <input checked="" type="radio"/> Officer (<i>give title below</i>)</p> <p><input type="radio"/> 10% Owner      <input type="radio"/> Other (<i>specify below</i>)</p> <p>Treasurer</p> <hr/> <p><b>7. Individual or Joint/Group Filing</b> (<i>Check Applicable Line</i>)</p> <p><input checked="" type="radio"/> Form filed by One Reporting Person</p> <p><input type="radio"/> Form filed by More than One Reporting Person</p>
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\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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**Table I Non-Derivative Securities Beneficially Owned**

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<b>1. Title of Security</b> <i>(Instr. 4)</i>	<b>2. Amount of Securities Beneficially Owned</b> <i>(Instr. 4)</i>	<b>3. Ownership Form: Direct (D) or Indirect (I)</b> <i>(Instr. 5)</i>	<b>4. Nature of Indirect Beneficial Ownership</b> <i>(Instr. 5)</i>
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Common Stock	2,500	D	
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**Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock option	Immed.	2/7/04	Common Stock	3,333	10.875 D
Stock option	Immed.	4/14/05	Common Stock	10,000	15.875 D
Stock option	(1)	1/31/10	Common Stock	6,500	38.9375 D
Stock option	(1)	12/19/10	Common Stock	9,000	8.000 D
Stock option	(2)	8/6/11	Common Stock	16,500	10.200 D
Stock option	(3)	1/22/12	Common Stock	9,000	8.120 D
Stock option	(4)	12/11/12	Common Stock	9,458	2.430 D

**Explanation of Responses:**

(1) The option vests annually in fourths beginning on the first anniversary of the grant - the grant dates were January 31, 2000 and December 31, 2000.

(2) The option vests annually in fourths beginning on 8/6/01 and is subject to acceleration in certain circumstances. The expiration date is 8/6/11 and is also subject to acceleration in certain circumstances.

(3) The option vests annually in fourths beginning on the first anniversary of the grant - the grant date was January 22, 2002.

(4) The option vests annually in thirds beginning on the first anniversary of the grant - the grant date was December 11, 2002.

/s/ Marc S. Geraci

February 4, 2003

\*\*Signature of Reporting  
Person

Date

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\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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