

ARRIS GROUP INC
Form 4
May 26, 2006

FORM 4

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

OMB APPROVAL

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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)
05/25/2006

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock ⁽¹⁾	05/25/2006		M		33,330	A	\$ 4.9
Common stock ⁽¹⁾	05/25/2006		S		33,330	D	\$ 11.66
Restricted stock							24,277
Restricted stock ⁽²⁾							20,896

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option ⁽³⁾	\$ 4.9	05/25/2006		M	33,330	⁽⁴⁾	05/25/2014	Common stock	33,330
Stock option	\$ 8.12					⁽⁵⁾	01/22/2012	Common stock	40,000
Stock option	\$ 10.2					⁽⁵⁾	08/06/2011	Common stock	100,000
Stock option	\$ 6.44					⁽⁶⁾	04/18/2012	Common stock	36,260
Stock option	\$ 13.28					⁽⁷⁾	04/25/2013	Common stock	30,957
Stock options	\$ 4.85					⁽⁸⁾	07/01/2013	Common Stock	50,000

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
05/26/2006
Date
**Signature of 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) Shares sold were subject 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, depending on consolidated 2006 performance. The shares vest annually in fourths on the anniversary of the grant date, which was April 25, 2006.

(3) Stock options were exercised pursuant to an existing Rule 10b5-1 Sales Plan

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

(5) Stock options are currently fully exercisable

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

(7) The options vest annually in fourths on the anniversary of the grant date, which was April 25, 2006.

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

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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