

ARRIS GROUP INC
Form 5
February 03, 2015

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Robinson Lawrence

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
ARRIS GROUP INC [ARRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

101 TOURNAMENT DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, CPE Group

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HORSHAM, PA 19044

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common stock	07/12/2014	^	J4	918 ⁽¹⁾	A	\$ 0	4,376	D	^
Restricted stock ⁽²⁾	^	^	^	^	^	^	18,870	D	^
Restricted stock ⁽³⁾	^	^	^	^	^	^	50,320	D	^
Restricted stock ⁽⁴⁾	^	^	^	^	^	^	29,680	D	^

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Restricted stock ⁽⁵⁾	Â	Â	Â	Â	Â	Â	21,755	D	Â
Restricted stock ⁽⁶⁾	Â	Â	Â	Â	Â	Â	43,510	D	Â

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)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Lawrence 101 TOURNAMENT DRIVE HORSHAM, PA 19044	Â	Â	Â	President, CPE Group

Signatures

/s/ Lawrence Robinson 02/03/2015

**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) Adjusted to correct previously reported shares withheld for the payment of taxes by additional 918 shares.
- (2) 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 dates.
- (3)

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Represents a restricted stock grant which is performance-based. 0 to 50,320 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.

- (4) Represents a restricted stock grant in which 100% will vest on the second year anniversary of the grant, ie 07/12/2015.
- (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 dates.
- (6) Represents a restricted stock grant which is performance-based. 0 to 43,510 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 provided 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.