

ARRIS GROUP INC
Form 4/A
January 06, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
McClelland Bruce William

(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)
12/24/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
12/29/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
PRES, NETWORK AND CLOUD GROUP

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 or (D) Price		
Restricted stock (T) 120328 ⁽¹⁾	12/24/2015		F		4,079 ⁽²⁾ \$ 29.41	D	4,427 ⁽³⁾ D
Restricted stock (T) 120328 ⁽¹⁾	12/24/2015		M		4,427 ⁽⁴⁾ \$ 0	D	0 ⁽³⁾ D
Common stock							167,572 ⁽⁵⁾ D
Restricted stock (T) 130329 ⁽¹⁾							5,678 D

Restricted stock (T) 130712 <u>(1)</u>	16,820	D
Restricted stock (T) 140327 <u>(1)</u>	10,877	D
Restricted stock (T) 150330 <u>(1)</u>	15,476	D
Restricted stock (P) 140327 <u>(6)</u>	43,510	D
Restricted stock (P) 150330 <u>(6)</u>	41,270	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				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
McClelland Bruce William 3871 LAKEFIELD DRIVE SUWANEE, GA 30024			PRES, NETWORK AND CLOUD GROUP	

Signatures

/s/ Lawrence A. Margolis,
Attorney-in-Fact

01/06/2016

__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) Represents a restricted stock grant which vests in four equal annual installments beginning one year from the grant date.
- (2) Represents shares withheld to cover payroll tax liability on vesting of previously granted restricted shares.
- (3) The amount of securities beneficially owned following reported transaction are amended in order to correct the amount reported on the original filing.
- (4) Represents the vested portion of award grant converting to common stock.
- (5) The total number of securities beneficially owned following the transactions filed on December 29, 2015 were correctly calculated and reported and is the same as the total number reported here. This total number of securities includes the amended transaction total.
Represents a restricted stock grant that is performance-based and can vest between 0 and 200% of the grant amount based on the
- (6) Company's shareholder return as compared to the NASDAQ Composite shareholder return over a three-year measurement period.
Amount shown reflects maximum vesting of the award at the 200% level.

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.