

ARRIS GROUP INC
Form 4
June 01, 2015

FORM 4

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

OMB APPROVAL

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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 *
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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|---|
| | | | Code | V | Amount | (D) | Price | | | |
| Common stock <u>(1)</u> | 03/27/2015 | | J | V | 95,265 | A | \$ 0 | 95,265 | I | 2015 Grantor Retainer Annuity Trust Account |
| Common stock <u>(1)</u> | 03/27/2015 | | J | V | 95,265 | D | \$ 0 | 580,167 | D | |
| Common stock <u>(2)</u> | 05/22/2015 | | G | V | 33,290 | D | \$ 0 | 675,432 | D | |
| | | | | | | | | 21,549 | D | |

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| | | |
|------------------------------|---------|---|
| Restricted stock <u>(3)</u> | | |
| Restricted stock <u>(4)</u> | 29,120 | D |
| Restricted stock <u>(5)</u> | 116,480 | D |
| Restricted stock <u>(6)</u> | 120,963 | D |
| Restricted stock <u>(7)</u> | 96,770 | D |
| Restricted stock <u>(8)</u> | 61,185 | D |
| Restricted stock <u>(9)</u> | 163,160 | D |
| Restricted stock <u>(10)</u> | 77,375 | D |
| Restricted stock <u>(11)</u> | 154,750 | 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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/ Robert J.

Stanzione

06/01/2015

__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) Represents transfer from direct to indirect beneficial ownership only.
- (2) Transfer of common stock for purposes of gift.
- (3) 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.
- (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 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.

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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