

ARRIS GROUP INC

Form 4

December 03, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
11/29/2013

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) 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 Indirect Beneficial Ownership (Instr. 4)
Common stock ⁽¹⁾	11/29/2013		M	V Amount (A) or (D) Price 40,000 A \$ 13.45	629,228	D	
Common stock ⁽¹⁾	11/29/2013		S	40,000 D \$ 20.45	589,228	D	
Restricted stock ⁽²⁾					19,529	D	
Restricted stock ⁽³⁾					36,410	D	
Restricted stock ⁽⁴⁾					145,640	D	

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Restricted stock ⁽⁵⁾	64,653	D
Restricted stock ⁽⁶⁾	172,410	D
Restricted stock ⁽⁷⁾	58,240	D
Restricted stock ⁽⁸⁾	116,480	D
Restricted stock ⁽⁹⁾	161,285	D
Restricted stock ⁽¹⁰⁾	96,770	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. Amount or Number of Shares
Stock option	\$ 13.45	11/29/2013		M	40,000	⁽¹¹⁾ 03/09/2014	Common stock	40,000

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/ RJ Stanzione

12/03/2013

 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) Stock options were exercised pursuant to an existing Rule 10b5-1 Sales Plan
- (2) Represents a restricted stock grant which vests annually in fourths beginning on March 25, 2011 (the "vesting date") and on each successive anniversary of the vesting dates.
- (3) Represents a restricted stock grant which vests annually in fourths beginning on March 31, 2012(the "vesting date") and on each successive anniversary of the vesting dates.
- (4) Represents a restricted stock grant which is performance-based. 0 to 145,640 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 12/31/2013 and will vest on 1/31/2014.
- (5) 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 dates.
- (6) Represents a restricted stock grant which is performance-based. 0 to 172,410 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 12/31/2014 and will vest on 1/31/2015.
- (7) 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 dates.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) Stock options are currently fully exercisable

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.