

ARRIS GROUP INC

Form 4

August 12, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARGOLIS LAWRENCE A

(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)
08/10/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP/Strategic Pl, Chief Couns.

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 Indirect Beneficial Ownership (Instr. 4)
Common stock ⁽¹⁾	08/10/2005		M	30,000	A \$ 2.43 93,816	D	
Common stock ⁽¹⁾	08/10/2005		S	30,000	D \$ 10.43 63,816	D	
Restricted stock ⁽²⁾					103,152	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 ⁽¹⁾	\$ 2.43	08/10/2005		M		30,000		<u>(3)</u>	12/11/2012	Common stock	30,000
Stock option	\$ 22.875							<u>(4)</u>	04/29/2009	Common stock	50,000
Stock option	\$ 8							<u>(4)</u>	12/19/2010	Common stock	60,000
Stock option	\$ 10.2							<u>(4)</u>	08/06/2011	Common stock	110,000
Stock option	\$ 8.12							<u>(5)</u>	01/22/2012	Common stock	70,000
Stock option	\$ 4.9							<u>(6)</u>	05/25/2014	Common stock	100,000
Stock option	\$ 6.44							<u>(7)</u>	04/18/2012	Common stock	37,325
Stock options	\$ 4.85							<u>(8)</u>	07/01/2013	Common Stock	170,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARGOLIS LAWRENCE A 3871 LAKEFIELD DRIVE SUWANEE, GA 30024	EVP/Strategic Pl, Chief Couns.

Signatures

/s/ Lawrence A
Margolis

08/12/2005

 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

Represents a restricted stock grant which is performance-related. The actual number of shares issued may be less to and including zero,

(2) depending on consolidated 2005 performance. The shares vest annually in thirds on the anniversary of the grant date, which was April 18, 2005.

(3) The options vest annually in thirds on the anniversary of the grant date, which was December 11, 2002

(4) Stock options are currently fully exercisable

(5) The options vest annually in fourths on the anniversary of the grant date, which was January 22, 2002

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

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

(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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