

McClelland Bruce William
 Form 4
 November 08, 2012

FORM 4 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).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3871 LAKEFIELD DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Broadband Comm Grou

SUWANEE, GA 30024

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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 ⁽¹⁾	11/06/2012		S		10,000	D	\$ 14.28
Restricted stock ⁽²⁾							11,561
Restricted stock ⁽³⁾							15,110
Restricted stock ⁽⁴⁾							40,294
Restricted stock ⁽⁵⁾							21,127

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Restricted stock <u>(6)</u>	56,340	D
Restricted stock <u>(7)</u>	34,030	D
Restricted stock <u>(8)</u>	68,060	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. Nu... Deriv... Secur... Bene... Own... Follo... Repor... Trans... (Instr...
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClelland Bruce William 3871 LAKEFIELD DRIVE SUWANEE, GA 30024			President, Broadband Comm Grou	

Signatures

/s/ Bruce
McClelland

11/08/2012

**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) Shares sold were subject to an existing Rule 10b5-1 Sales Plan.
- (2) Represents a restricted stock grant which vests annually in fourths beginning on March 30, 2010(the "vesting date")and on each successive anniversary of the vesting date.
- (3) 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.
- (4) Represents a restricted stock grant which is performance-based. 0 to 49,820 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 31, 2012(the "vesting date") and on each successive anniversary of the vesting dates.
- (6) Represents a restricted stock grant which is performance-based. 0 to 56,340 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.
- (7) 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.
- (8) Represents a restricted stock grant which is performance-based. 0 to 68,060 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.

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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