

GEO GROUP INC
Form 4
March 04, 2015

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 *
ANTHONY CLARENCE E

(Last) (First) (Middle)

621 NW 53RD STREET, SUITE 700

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GEO GROUP INC [GEO]

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

03/02/2015

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)

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)
Restricted Stock	03/02/2015		A	Amount (1) 3,000	A \$ 0 9,630 (2)	D	
Common Stock	03/03/2015		S	1,667 D \$ 43.79	11,102 (2)	D	
Common Stock	03/03/2015		S	1,633 D \$ 44.0142	9,469 (2) (3)	D	

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

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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)	8. Price Paid for Underlying Securities (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 21.29					03/01/2015	03/01/2021	Common Stock	5,780

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANTHONY CLARENCE E 621 NW 53RD STREET SUITE 700 BOCA RATON, FL 33487	X

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Clarence E.
Anthony 03/04/2015

__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 the grant of restricted common stock of The GEO Group, Inc., vesting in equal annual increments of 25% on each of the four anniversary dates immediately following the grant date.

- (2) The amount of shares has been adjusted to reflect the March 1, 2014 vesting of 1,920 shares of restricted stock, the March 12, 2014 vesting of 1,250 shares of restricted stock, the June 1, 2014 vesting of 625 shares of restricted stock, the August 15, 2014 vesting of 190 shares of restricted stock and the March 2, 2015 vesting of 625 shares of restricted stock.

- (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.0101-\$44.0305, inclusive. The reporting person undertakes to provide to The GEO Group, Inc., any security holder of the GEO Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

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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