

GEO GROUP INC

Form 4

March 03, 2016

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 *
March Shayn P.

(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)

03/01/2016

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)

VP of Finance and Treasurer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2016		F	265 ⁽¹⁾ D	\$ 29.24	13,038 ⁽²⁾	D
Common Stock	03/02/2016		F	337 ⁽¹⁾ D	\$ 29.97	13,951 ⁽³⁾	D
Restricted Stock						9,190 ⁽⁴⁾	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)	8. Price Paid for Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Stock Options	\$ 13.72						03/23/2013	03/23/2019	Common Stock	5,780
Stock Options	\$ 18.23						10/28/2013	10/28/2019	Common Stock	3,468
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
March Shayn P. 621 NW 53RD STREET SUITE 700 BOCA RATON, FL 33487	VP of Finance and Treasurer

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Shayn P.
March 03/03/2016

____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) These shares were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock.
- (2) The amount of shares has been adjusted to reflect the March 1, 2016 vesting of 1,000 shares of restricted stock.
- (3) The amount of shares has been adjusted to reflect the March 2, 2016 vesting of 1,250 shares of restricted stock.

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- (4) The amount of shares has been adjusted to reflect the March 1, 2016 vesting of 1,000 shares of restricted stock and the March 2, 2016 vesting of 1,250 shares of restricted stock.

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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