

CALABRESE WAYNE H
Form 4
March 16, 2010

FORM 4

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

OMB APPROVAL

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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 *
CALABRESE WAYNE H

(Last) (First) (Middle)

ONE PARK PLACE, SUITE
700, 621 NW 53RD STREET

(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)
03/12/2010

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)
President and COO

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 | | | | | 106,459 | D | |
| Common Stock | 03/12/2010 | | M | 150,000 A | \$ 3.1 256,000 | D | |
| Common Stock | 03/12/2010 | | S | 69,644 (1) D | \$ 19.74 186,356 | D | |

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

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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 of Number of Shares |
| Stock Option | \$ 3.1 | 03/12/2010 | | M | 150,000 | 02/08/2001 | 02/08/2011 | Common Stock | 150,000 |
| Stock Option | \$ 5.1334 | | | | | 02/07/2002 | 02/07/2012 | Common Stock | 150,000 |
| Stock Option | \$ 3.17 | | | | | 02/12/2003 | 02/12/2013 | Common Stock | 42,546 |
| Stock Option | \$ 4.6667 | | | | | 05/01/2003 | 05/01/2013 | Common Stock | 109,090 |
| Stock Option | \$ 6.0833 | | | | | 08/05/2004 | 08/05/2014 | Common Stock | 18,966 |
| Stock Option | \$ 7.51 | | | | | 03/02/2006 | 03/02/2016 | Common Stock | 14,799 |
| Stock Option | \$ 16.69 | | | | | 10/30/2008 | 10/30/2018 | Common Stock | 30,000 |
| Stock Option | \$ 21.07 | | | | | 10/28/2009 | 10/28/2019 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CALABRESE WAYNE H ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487 | X | | President and COO | |

Signatures

John J. Bulfin, as Attorney-in-Fact for Wayne H. Calabrese

03/16/2010

**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).

These shares of common stock were sold by Mr. Calabrese to The GEO Group, Inc. ("GEO") on March 12, 2010 at a price per share of \$19.74, which was the closing trading price of GEO common stock on that date. GEO repurchased the shares pursuant to its recently

(1) announced \$80 million stock buyback program. Mr. Calabrese used the proceeds of this sale to fund the exercise on March 12, 2010 of stock options with respect to 150,000 shares of common stock (as further described in Table II), and to pay taxes associated with the exercise of such stock options.

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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