

CARLSON NORMAN A
Form 4
March 12, 2013

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 *
CARLSON NORMAN A

(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)
03/08/2013

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/08/2013		M	6,936 A \$ 4.04	31,859 ⁽¹⁾	D	
Common Stock	03/11/2013		S	3,000 D \$ 35.662	28,859	D	
Restricted Stock					8,544 ⁽²⁾	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)	8. Amount or Number of Shares
Stock Option	\$ 4.04 ⁽³⁾	03/08/2013		M	6,936	05/01/2003 05/01/2013	Common Stock	6,936 ⁽³⁾
Stock Option	\$ 6.66 ⁽³⁾					05/06/2004 05/06/2014	Common Stock	12,138
Stock Option	\$ 9.28 ⁽³⁾					02/08/2005 02/08/2015	Common Stock	9,363
Stock Option	\$ 14.44 ⁽³⁾					10/30/2008 10/30/2018	Common Stock	5,780
Stock Option	\$ 18.23 ⁽³⁾					10/28/2009 10/28/2019	Common Stock	5,780
Stock Option	\$ 21.29 ⁽³⁾					03/01/2011 03/01/2021	Common Stock	5,780

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

CARLSON NORMAN A
ONE PARK PLACE, SUITE 700
621 NW 53RD STREET
BOCA RATON, FL 33487

X

Signatures

/s/ Norman A. Carlson By: John J. Bulfin as
Attorney-in-Fact

03/12/2013

**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) The amount of shares reflects the prior vesting of 7,388 shares of restricted stock. Additionally, the reporting person received 3,035 shares of GEO common stock pursuant to the special dividend paid on December 31, 2012 to shareholders of record as of December 12, 2012.

(2) The amount of shares reflects the prior vesting of 7,388 shares of restricted stock. Additionally, the reporting person received 1,380 shares of GEO restricted stock pursuant to the special dividend paid on December 31, 2012 to shareholders of record as of December 12, 2012.

(3) The exercise prices and the amount of shares covered by these stock option grants were adjusted pursuant to the anti-dilutive provisions of GEO's equity incentive plans as a result of the stock portion of the special dividend paid by GEO on December 31, 2012.

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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