

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Donahue J David

(Last) (First) (Middle)

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

(Street)

BOCA RATON, FL 33487-8239

(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)

SVP-Corrections &amp; Detention

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/01/2016                              |                                                             | F                                    | 331 <sup>(1)</sup> D                                                    | \$<br>29.24                                                                                                        | 9,215 <sup>(2)</sup>                                                 | D                                                                 |
| Common<br>Stock                       | 03/02/2016                              |                                                             | F                                    | 411 <sup>(1)</sup> D                                                    | \$<br>29.97                                                                                                        | 10,304 <sup>(3)</sup>                                                | D                                                                 |
| Restricted<br>Stock                   |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 12,380 <sup>(4)</sup>                                                | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Paid<br>for<br>Derivative<br>Security<br>(Instr. 3 and 4) |       |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------|---------------------------------------------------------------------|-----------------------------------------------------------------------|-------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)        | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares                                |       |
| Stock<br>Options                                    | \$ 18.23                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                | 10/28/2013 | 10/28/2019                                                          | Common<br>Stock                                                       | 1,156 |
| Stock<br>Options                                    | \$ 21.29                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                | 03/01/2015 | 03/01/2021                                                          | Common<br>Stock                                                       | 3,468 |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships                    |
|-------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                 | Director 10% Owner Officer Other |
| Donahue J David<br>ONE PARK PLACE<br>621 NW 53RD STREET, SUITE 700<br>BOCA RATON, FL 33487-8239 | SVP-Corrections<br>& Detention   |

## Signatures

/s/John J. Bulfin, as Attorney-in-Fact for James D.  
Donahue 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 1,250 shares of restricted stock.
- (3) The amount of shares has been adjusted to reflect the March 2, 2016 vesting of 1,500 shares of restricted stock.
- (4) The amount of shares has been adjusted to reflect the March 1, 2016 vesting of 1,250 shares of restricted stock and the March 2, 2016 vesting of 1,500 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.

## Edgar Filing: GEO GROUP INC - Form 4

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