

GEO GROUP INC
Form 4
December 13, 2016

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 *
Brack Ronald A.

(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)
12/09/2016

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)

VP, CAO and Controller

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 | Price | |
| Common Stock | 12/09/2016 | | M | | 2,312 | \$ 18.65 | D |
| Common Stock | 12/09/2016 | | M | | 2,312 | \$ 14.44 | D |
| Common Stock | 12/09/2016 | | M | | 5,780 | \$ 18.23 | D |
| Common Stock | 12/09/2016 | | M | | 6,936 | \$ 21.29 | D |
| Common Stock | 12/09/2016 | | S | | 17,340 (1) | \$ 34.96 (2) | D |

Restricted Stock 11,750 D

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

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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 Options | \$ 18.65 | 12/09/2016 | | M | 2,312 | 02/05/2011 02/05/2017 | Common Stock | 2,312 |
| Stock Options | \$ 14.44 | 12/09/2016 | | M | 2,312 | 10/30/2012 10/30/2018 | Common Stock | 2,312 |
| Stock Options | \$ 18.23 | 12/09/2016 | | M | 5,780 | 10/28/2013 10/28/2019 | Common Stock | 5,780 |
| Stock Options | \$ 21.29 | 12/09/2016 | | M | 6,936 | 03/01/2015 03/01/2021 | Common Stock | 6,936 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brack Ronald A. 621 NW 53RD STREET SUITE 700 BOCA RATON, FL 33487 | | | VP, CAO and Controller | |

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Ronald A Brack 12/13/2016

**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) A portion of these shares were sold by the Reporting Person in order to cover the exercise price of the stock options exercised and the Reporting Person's tax withholding obligation upon the exercise of the stock options.

(2) The price in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.934-\$34.989, inclusive. The Reporting Person undertakes to provide to The CEO 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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