

HURLEY JOHN
Form 4
December 13, 2012

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 *
HURLEY JOHN

(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)
12/11/2012

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 - U.S. Corrections

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)
			Code	V	Amount or (D) Price		
Common Stock	12/11/2012		M		8,726 A \$ 6.0834	43,726	D
Common Stock	12/11/2012		S		8,726 D \$ 28.9616	35,000	D
Common Stock	12/11/2012		S		24,274 (2) D \$ 29.0066	35,000	D
Common Stock	12/12/2012		S		11,830 (3) D \$ 29.0078	35,000	D
Restricted Stock						28,298 (4)	D

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

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(9-02)

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	\$ 6.0834	12/11/2012		M	8,726	08/05/2004 08/05/2014	Common Stock	8,726
Stock Option	\$ 16.69					10/30/2008 10/30/2018	Common Stock	2,500
Stock Option	\$ 21.07					10/28/2009 10/28/2019	Common Stock	10,000
Stock Option	\$ 24.61					03/01/2011 03/01/2021	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HURLEY JOHN ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487			President - U.S. Corrections	

Signatures

/s/ John J. Bulfin, As Attorney-In-Fact for John M. Hurley

12/13/2012

**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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.90 to \$29.06, inclusive. The reporting person undertakes to provide GEO, any security holder of GEO, 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.
- (1) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) The amount of shares sold includes 24,274 shares of restricted stock that vested.
 - (3) The amount of shares sold includes 11,830 shares of restricted stock that vested.
 - (4) The amount of shares of restricted stock held by the reporting person has been adjusted to reflect the vesting and sale of (A) 24,274 shares of common stock and (B) 11,830 shares of common 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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