

ZOLEY GEORGE C
Form 4
March 02, 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 *
ZOLEY GEORGE C

(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)
02/26/2010

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)
Chairman & CEO

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 (A) or (D) Price		
Common Stock	02/26/2010		M		210,000 A \$ 3.1	345,000	D
Common Stock	02/26/2010		S		97,471 (1) D \$ 19.77	247,529	D
Restricted Stock						196,687	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 Number Shares
Stock Option	\$ 3.1	02/26/2010		M	210,000	02/08/2001	02/08/2011	Common Stock	210,000
Stock Option	\$ 5.1334					02/07/2002	02/07/2012	Common Stock	225,000
Stock Option	\$ 3.17					02/12/2003	02/12/2013	Common Stock	63,810
Stock Option	\$ 4.6667					05/01/2003	05/01/2013	Common Stock	163,600
Stock Option	\$ 6.0834					08/05/2004	08/05/2014	Common Stock	28,450
Stock Option	\$ 7.51					03/02/2006	03/02/2016	Common Stock	29,600
Stock Option	\$ 16.69					10/30/2008	10/30/2018	Common Stock	50,000
Stock Option	\$ 21.07					10/28/2009	10/28/2019	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOLEY GEORGE C ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487	X		Chairman & CEO	

Signatures

John J. Bulfin, as Attorney-in-Fact for George C. Zoley

03/02/2010

**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. Zoley to The GEO Group, Inc. ("GEO") on February 26, 2010 at a price per share of \$19.77, 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. Zoley used the proceeds of this sale to fund the exercise on February 26, 2010 of stock options with respect to 210,000 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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