

Wierdsma Thomas M
Form 4
December 13, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Wierdsma Thomas M

(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)

SVP - Project Development

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 Price		
Common Stock	12/11/2012		M		40,000 A \$ 20.625	49,823	D
Common Stock	12/11/2012		M		10,000 A \$ 16.69	59,823	D
Common Stock	12/11/2012		S		50,000 (1) D \$ 29.274	9,823	D
Restricted Stock						29,500 (2)	D
Common Stock						100	I
							By self as custodian for B.

Edgar Filing: Wierdsma Thomas M - Form 4

Common Stock	100	I	Wierdsma By self as custodian for Oliver Thomas Adams
Common Stock	100	I	By self as custodian for Lauren Diane Wierdsma
Common Stock	100	I	By self as custodian for Robert Oliver Wierdsma

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 displays a currently valid OMB control number.

SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 20.625	12/11/2012		M	40,000	01/18/2007	01/18/2017	Common Stock	40,000
Stock Option	\$ 16.69	12/11/2012		M	10,000	10/30/2008	10/30/2018	Common Stock	10,000
Stock Option	\$ 21.07					10/28/2009	10/28/2019	Common Stock	7,500
Stock Option	\$ 24.61					03/01/2011	03/01/2021	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wierdsma Thomas M ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487			SVP - Project Development	

Signatures

/s/ John J. Bulfin, as Attorney-in-Fact for Thomas M. Wierdsma	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).
 - (1) The reporting person will use all or a portion of the proceeds from the sale of the securities to finance the reporting person's equity participation in GEO Care Holdings LLC, an entity formed by members of The GEO Group, Inc. ("GEO") and GEO Care, Inc.'s management teams (the "MBO Group"), in connection with the previously announced acquisition by the MBO Group of certain health care facility management contracts (the "GEO Care Business") from GEO. The MBO Group's acquisition of the GEO Care Business is related to GEO's announcement that it will take all necessary steps to prepare GEO to operate in compliance with the REIT rules beginning January 1, 2013. The transaction is expected to close on or before December 31, 2012.
 - (2) The vesting of this grant of restricted stock of GEO is contingent upon the achievement by GEO of certain performance-based metrics during 2012, 2013 and 2014, as certified by the compensation committee. Under the terms of the restricted stock grant, vesting can occur annually on August 15, 2013, 2014 and 2015, respectively, or cumulatively on August 15, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.