GLANTON RICHARD H

Form 4

December 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GLANTON RICHARD H**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First) (Middle) GEO GROUP INC [GEO]

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year) 12/11/2012

_X__ Director 10% Owner _ Other (specify Officer (give title

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Filed(Month/Day/Year)

BOCA RATON, FL 33487

| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative | Secui | rities Acquir | ed, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|---|---|--|--------------|-------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 12/11/2012 | | M | 2,000 | A | \$ 16.69 | 2,000 | D | |
| Common Stock | 12/11/2012 | | M | 5,000 | A | \$ 21.07 | 7,000 | D | |
| Common Stock | 12/11/2012 | | M | 2,000 | A | \$ 24.61 | 9,000 | D | |
| Common Stock | 12/11/2012 | | S | 9,552 (1) | D | \$ 29.2718 | 0 | D | |
| Restricted Stock | | | | | | | 9,084 | 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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SEC 1474 (9-02)

D

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. Transactic Code (Instr. 8) | 5. Number out 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 | \$ 16.69 | 12/11/2012 | | M | | 2,000 | 10/30/2008 | 10/30/2018 | Common Stock | 2,000 |
| Stock Option | \$ 21.07 | 12/11/2012 | | M | | 5,000 | 10/28/2009 | 10/28/2019 | Common Stock | 5,000 |
| Stock Option | \$ 24.61 | 12/11/2012 | | M | | 2,000 | 03/01/2011 | 03/01/2021 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---------------------------------------|---------------|-----------|---------|-------|--|--|--|
| · · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | | | |
| GLANTON RICHARD H | | | | | | | |
| ONE PARK PLACE, SUITE 700 | v | | | | | | |

ONE PARK PLACE, SUITE 621 NW 53RD STREET BOCA RATON, FL 33487

X

Signatures

/s/ John J. Bulfin, as Attorney-in-Fact for Richard H.
Glanton
12/13/2012

**Signature of Reporting Person

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 amount of shares sold includes 552 shares of restricted stock that vested. The amount of shares of restricted stock held by the reporting person has been adjusted to reflect the vesting and sale of the 552 shares of common stock.

Reporting Owners 2

Date

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