

ZOLEY GEORGE C
Form 4
May 06, 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)
05/04/2010

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 (D) Price			
Restricted Stock	05/04/2010		S	14,303 (1)	\$ 21.25	D	
Common Stock					247,529	D	

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

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(9-02)

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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 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	63,819
Stock Option	\$ 4.6667					05/01/2003 05/01/2013	Common Stock	163,635
Stock Option	\$ 6.0834					08/05/2004 08/05/2014	Common Stock	28,455
Stock Option	\$ 7.51					03/02/2006 03/02/2016	Common Stock	29,601
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

05/06/2010

__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).

(1) These shares of vested restricted stock were sold by Mr. Zoley to The GEO Group, Inc. ("GEO") on May 4, 2010 at a price per share of \$21.25, which was the closing trading price of GEO common stock on that date. GEO repurchased the shares pursuant to its recently announced \$80 million stock buyback program. Mr. Zoley used the proceeds of this sale to pay taxes associated with the 5/4/2010 vesting of 39,241 shares of restricted 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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