

EVANS BRIAN
Form 4
December 13, 2012

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 *
EVANS BRIAN

(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, Chief Financial Officer

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 | 12/11/2012 | | M | | 1,560 | A | \$ 7.6967 1,560 | D |
| Common Stock | 12/11/2012 | | M | | 6,000 | A | \$ 21.555 7,560 | D |
| Common Stock | 12/11/2012 | | M | | 5,000 | A | \$ 16.69 12,560 | D |
| Common Stock | 12/11/2012 | | M | | 8,000 | A | \$ 21.07 20,560 | D |
| Common Stock | 12/11/2012 | | M | | 4,000 | A | \$ 24.61 24,560 | D |

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| | | | | | | | |
|------------------|------------|---|---------------|---|------------|------------|---|
| Common Stock | 12/11/2012 | S | 24,560 (1) | D | \$ 29.3081 | 0 | D |
| Restricted Stock | | | | | | 39,070 (2) | D |

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 | \$ 7.6967 | 12/11/2012 | | M | 1,560 | 05/06/2004 05/06/2014 | Common Stock | 1,560 |
| Stock Option | \$ 21.555 | 12/11/2012 | | M | 6,000 | 02/05/2007 02/05/2017 | Common Stock | 6,000 |
| Stock Option | \$ 16.69 | 12/11/2012 | | M | 5,000 | 10/30/2008 10/30/2018 | Common Stock | 5,000 |
| Stock Option | \$ 21.07 | 12/11/2012 | | M | 8,000 | 10/28/2009 10/28/2019 | Common Stock | 8,000 |
| Stock Option | \$ 24.61 | 12/11/2012 | | M | 4,000 | 03/01/2011 03/01/2021 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EVANS BRIAN ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487 | | | SVP, Chief Financial Officer | |

Signatures

/s/ John J. Bulfin, as Attorney-In-Fact for Brian R.
Evans

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.

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