GEO GROUP INC Form 4

March 04, 2015

FORM 4

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

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5
obligations
may continue.

See Instruction

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

See Instruction 30(h) of the Investment Company Act of 194 1(b).

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person ** Wheeler Christopher C.

(Street)

(State)

(First) (Middle)

(Zip)

621 NW 53RD STREET

BOCA RATON, FL 33487

2. Issuer Name and Ticker or Trading

Symbol

GEO GROUP INC [GEO]
3. Date of Earliest Transaction

(Month/Day/Year) 03/02/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

_X__ Director ______ 10% Owner
_____ Officer (give title _____ Other (specify below)

 Individual or Joint/Group Filing(Check Applicable Line)

X_ 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)	on(A) or D	urities Acquired Disposed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Restricted Stock	03/02/2015		A	3,000 (1)	A	\$ 0	9,630 (2)	D	
Common Stock	03/03/2015		S	1,850	D	\$ 43.54	4,859 (2)	D	

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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8. Pri Deriv Secur (Instr

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. Transa Code (Instr.		5. Mumber 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 Options	\$ 21.29						03/01/2015	03/01/2021	Common Stock	1,156

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer Other					
Wheeler Christopher C.								
621 NW 53RD STREET	X							
BOCA RATON, FL 33487								

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Christopher C.
Wheeler

03/04/2015

**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) Represents the grant of restricted common stock of The GEO Group, Inc., vesting in equal annual increments of 25% on each of the four anniversary dates immediately following the grant date.
- (2) The amount of shares has been adjusted to reflect the March 2, 2015 vesting of 625 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. 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.

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