

ZOLEY GEORGE C
Form 4
March 03, 2011

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)
03/01/2011

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Restricted Stock	03/01/2011		A		100,000 (1)	D	
Common Stock					468,536	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)	Amount or Number of Shares
Stock Option	\$ 6.0834					08/05/2004 - 08/05/2014	Common Stock	28,400
Stock Option	\$ 7.51					03/02/2006 - 03/02/2016	Common Stock	29,600
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
Stock Option	\$ 24.61	03/01/2011		A	50,000	03/01/2011 ⁽²⁾ - 03/01/2021	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
Date: 03/01/2011

__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).

- This grant of restricted stock of The GEO Group, Inc. ("GEO") vests in three equal annual increments on each of the three anniversary dates immediately following the grant date and will be forfeited if GEO does not achieve certain targeted revenue for its fiscal year ending January 1, 2012, as certified by the compensation committee.
- (1) This grant of restricted stock vests 20% on the date of grant and 20% thereafter on each annual anniversary of the date of grant until fully vested.
- (2) This grant of stock options vests 20% on the date of grant and 20% thereafter on each annual anniversary of the date of grant until fully vested.

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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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