

GEO GROUP INC
Form 4
August 14, 2006

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 *
CARLSON NORMAN A

(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 [GGI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2006

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)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					1,000	D	
Restricted Stock					2,000	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)

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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	\$ 26.125	08/11/2006		I ⁽¹⁾	2,000	04/23/1998 04/23/2008	Common Stock	2,000
Stock Option	\$ 18.375	08/11/2006		I ⁽¹⁾	2,000	05/06/1999 05/06/2009	Common Stock	2,000
Stock Option	\$ 7.875					05/04/2000 05/04/2010	Common Stock	2,000
Stock Option	\$ 11.95					05/03/2001 05/03/2011	Common Stock	2,000
Stock Option	\$ 15.9					05/02/2002 05/02/2012	Common Stock	2,000
Stock Option	\$ 14					05/01/2003 05/01/2013	Common Stock	2,000
Stock Option	\$ 23.09					05/06/2004 05/06/2014	Common Stock	3,500
Stock Option	\$ 32.2					02/08/2005 02/08/2015	Common Stock	2,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON NORMAN A ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487		X		

Signatures

/s/ Norman A. Carlson By: Kenneth J. Mendell as
Attorney-in-Fact

08/14/2006

**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).

Pursuant to The GEO Group, Inc.'s final prospectus supplement dated June 6, 2006, a voluntary "Option Cash-Out Agreement" dated August 11, 2006, by and between the Company and the Optionee, cancels these options in consideration of a "Cash-Out Payment" equal (1) to the aggregate product of the total number of shares of common stock subject to each option and the excess, if any, of the fair market value of the common stock over the exercise price of each option. The fair market value of the common stock, \$42.17, is the NYSE closing price of the common stock on August 11, 2006, the date of the "Option Cash-Out Agreement".

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.