

GLANTON RICHARD H  
Form 4  
March 05, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
GLANTON RICHARD H

(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)  
03/01/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2013		M	1,156 A \$ 21.29	4,527 <sup>(1)</sup>	D	
Common Stock	03/13/2013		S	1,156 D \$ 34.3583	3,371 <sup>(1)</sup>	D	
Common Stock	03/01/2013		S	1,920 D \$ 34.2781	1,451 <sup>(1)</sup>	D	
Restricted Stock					8,544 <sup>(2)</sup>	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	\$ 21.29 (3)	03/01/2013		M	1,156	03/01/2011 03/01/2021	Common Stock	1,156

## Reporting Owners

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

## Signatures

John J. Bulfin, as Attorney-in-Fact for Richard H. Glanton  
Date: 03/05/2013

\_\_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) This amount reflects the vesting of 1,920 shares of restricted stock and 1,451 shares of GEO common stock received pursuant to the stock portion of the special dividend paid by GEO on December 31, 2012.
- (2) This amount has been adjusted to reflect the vesting of 1,920 shares of restricted stock. Additionally, Mr. Glanton received 1,380 shares of GEO restricted stock pursuant to the stock portion of the special dividend paid by GEO on December 31, 2012 to shareholders of record as of December 12, 2012.
- (3) The exercise prices and the amount of shares covered by these stock option grants were adjusted pursuant to the anti-dilutive provisions of GEO's equity incentive plans as a result of the stock portion of the special dividend paid by GEO on December 31, 2012.

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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