

GEO GROUP INC  
Form 4/A  
March 06, 2017

**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 \*  
Donahue J David

(Last) (First) (Middle)  
ONE PARK PLACE, 621 NW 53RD STREET, SUITE 700  
(Street)

BOCA RATON, FL 33487-8239  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GEO GROUP INC [GEO]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2017

4. If Amendment, Date Original Filed (Month/Day/Year)  
03/03/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP-Corrections & Detention

6. 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)	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	03/03/2017		F	125 <sup>(1)</sup> D	\$ 48.4	12,276	D
Common Stock	03/03/2017		M	1,156 A	\$ 18.23	13,432	D
Common Stock	03/03/2017		S	718 D	\$ 46.574	12,714	D
Common Stock	03/03/2017		M	3,468 A	\$ 21.29	16,182	D
Common Stock	03/03/2017		S	562 D	\$ 46.39	15,620	D

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Common Stock	03/03/2017	S	500	D	\$ 46.5	15,120	D
Common Stock	03/03/2017	S	505	D	\$ 46.51	14,615	D
Common Stock	03/03/2017	S	2	D	\$ 46.52	14,613	D
Common Stock	03/03/2017	S	123	D	\$ 46.53	14,490	D
Common Stock	03/03/2017	S	603	D	\$ 46.53	13,887	D
Restricted Stock						30,500	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 Options	\$ 18.23	03/03/2017		M	1,156	10/28/2013 10/28/2019	Common Stock	1,156
Stock Options	\$ 21.29	03/03/2017		M	3,468	03/01/2015 03/01/2021	Common Stock	3,468

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donahue J David ONE PARK PLACE			SVP-Corrections & Detention	

621 NW 53RD STREET, SUITE 700  
BOCA RATON, FL 33487-8239

## Signatures

/s/John J. Bulfin, as Attorney-in-Fact for J. David  
Donahue

03/06/2017

\_\_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) These shares were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting 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.

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