

ZOLEY GEORGE C

Form 4

May 11, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**05/09/2011**

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 &amp; 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 Beneficial Ownership (Instr. 4)
Restricted Stock	05/09/2011		S	Amount (1) 9,295	(A) or (D) D \$ 25.3029	255,919	D
Common Stock	05/09/2011		M	28,455	A \$ 6.0834	496,991	D
Common Stock	05/09/2011		M	29,601	A \$ 7.51	526,592	D
Common Stock	05/09/2011		S	31,211 (2)	D \$ 25.3029	495,381	D

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

# Edgar Filing: ZOLEY GEORGE C - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 6.0834	05/09/2011		M	28,455	08/05/2004 08/05/2014	Common Stock 28,455
Stock Option	\$ 7.51	05/09/2011		M	29,601	03/02/2006 03/02/2016	Common Stock 29,601
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 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  
05/11/2011

\_\_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).

(1) The proceeds of this sale were used to pay the taxes associated with the 5/9/2011 vesting of 25,500 shares of restricted stock.

(2) The proceeds of this sale were used to pay the option price and taxes associated with the 5/9/2011 exercise of 58,056 stock options.

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.