

BULFIN JOHN J
Form 4
March 05, 2013

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 *
BULFIN JOHN J

(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)
SVP & General Counsel

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	(D)	Price
Restricted Stock					24,768 ⁽¹⁾	D	
Common Stock	03/01/2013		M		4,000	A	\$ 5.26
Common Stock	03/13/2013		S		4,000 ⁽³⁾	D	\$ 34.2716
					96,263 ⁽²⁾	D	
					92,263 ⁽²⁾	D	

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

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number.

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 (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	\$ 5.26 ⁽⁴⁾	03/01/2013		M	4,000	08/05/2004 08/05/2014	Common Stock	4,000
Stock Option	\$ 14.44 ⁽⁴⁾					10/30/2008 10/30/2018	Common Stock	5,780
Stock Option	\$ 18.23 ⁽⁴⁾					10/28/2009 10/28/2019	Common Stock	8,670
Stock Option	\$ 21.29 ⁽⁴⁾					03/01/2011 03/01/2021	Common Stock	8,670

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BULFIN JOHN J ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487			SVP & General Counsel	

Signatures

John J. Bulfin 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).

The amount of shares reflects the prior vesting of 37,692 shares of restricted stock. Additionally, the reporting person received 4,028

(1) shares of GEO restricted stock pursuant to the special dividend paid on December 31, 2012 to shareholders of record as of December 12, 2012.

(2)

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The amount of shares reflects the prior vesting of 37,692 shares of restricted stock. Additionally, the reporting person received 18,071 shares of GEO common stock pursuant to the special dividend paid on December 31, 2012 to shareholders of record as of December 12, 2012.

- (3) The proceeds from this sale were used by Mr. Bulfin solely to pay the taxes associated with the March 1, 2013 vesting of 5,760 shares of restricted stock.
- (4) 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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