

ZOLEY GEORGE C  
Form 4  
May 11, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2010  
Estimated average burden hours per response... 0.5

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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 \*  
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)  
05/07/2010

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 & 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/07/2010                           |  | M                              |   | 225,000 A \$ 5.1334   | 472,529  | D   |
| Common Stock                    | 05/07/2010                           |  | M                              |   | 63,819 A \$ 3.17  | 536,348  | D   |
| Common Stock                    | 05/07/2010                           |  | M                              |   | 163,635 A \$ 4.6667   | 699,983  | D   |
| Common Stock                    | 05/07/2010                           |  | S                              |   | 231,447 (1) D \$ 20.26  | 468,536  | D   |
| Restricted Stock                |                                      |  |                                |   |   | 182,384  | D   |

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

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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 Number Shares                                    |
| Stock Option                               | \$ 5.1334  | 05/07/2010                           |  | M                              | 225,000   | 02/07/2002 02/07/2012                                    | Common Stock 225,000  |
| Stock Option                               | \$ 3.17  | 05/07/2010                           |  | M                              | 63,819  | 02/12/2003 02/12/2013                                    | Common Stock 63,819   |
| Stock Option                               | \$ 4.6667  | 05/07/2010                           |  | M                              | 163,635   | 05/01/2003 05/01/2013                                    | Common Stock 163,635  |
| Stock Option                               | \$ 6.0834  |                                      |  |                                |   | 08/05/2004 08/05/2014                                    | Common Stock 28,450   |
| Stock Option                               | \$ 7.51  |                                      |  |                                |   | 03/02/2006 03/02/2016                                    | Common Stock 29,600   |
| 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   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| ZOLEY GEORGE C<br>ONE PARK PLACE, SUITE 700<br>621 NW 53RD STREET<br>BOCA RATON, FL 33487 | X             |           | Chairman & CEO |       |

## Signatures

John J. Bulfin, as Attorney-in-Fact for George C. Zoley  
05/11/2010

\_\_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).

These shares of common stock were sold by Mr. Zoley to The GEO Group, Inc. ("GEO") on May 7, 2010 at a price per share of \$20.26, which was the closing trading price of GEO common stock on that date. GEO repurchased the shares pursuant to its recently announced

- (1) \$80 million stock buyback program. Mr. Zoley used the proceeds of this sale to fund the exercise on May 7, 2010 of stock options with respect to 452,454 shares of common stock (as further described in Table II), and to pay taxes associated with the exercise of such 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.

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