

GEO GROUP INC

Form 4/A

March 06, 2017

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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 \_\_\_\_ Other (specify  
below) below)

SVP-Corrections &amp; 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (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.

**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)	8. D
				Code	V	(A)	(D)	
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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