

GEO GROUP INC
Form 4
December 13, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brack Ronald A.

(Last) (First) (Middle)

621 NW 53RD STREET, SUITE 700

(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)

12/09/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, CAO and Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/09/2016		M		2,312	A	\$ 18.65	12,110	D	
Common Stock	12/09/2016		M		2,312	A	\$ 14.44	14,422	D	
Common Stock	12/09/2016		M		5,780	A	\$ 18.23	20,202	D	
Common Stock	12/09/2016		M		6,936	A	\$ 21.29	27,138	D	
Common Stock	12/09/2016		S		17,340 <u>(1)</u>	D	\$ 34.96 (2)	9,798	D	

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Restricted
Stock

11,750 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	\$ 18.65	12/09/2016		M	2,312	02/05/2011 02/05/2017	Common Stock	2,312
Stock Options	\$ 14.44	12/09/2016		M	2,312	10/30/2012 10/30/2018	Common Stock	2,312
Stock Options	\$ 18.23	12/09/2016		M	5,780	10/28/2013 10/28/2019	Common Stock	5,780
Stock Options	\$ 21.29	12/09/2016		M	6,936	03/01/2015 03/01/2021	Common Stock	6,936

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brack Ronald A. 621 NW 53RD STREET SUITE 700 BOCA RATON, FL 33487	VP, CAO and Controller

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Ronald A
Brack

12/13/2016

**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) A portion of these shares were sold by the Reporting Person in order to cover the exercise price of the stock options exercised and the Reporting Person's tax withholding obligation upon the exercise of the stock options.

The price in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.934-\$34.989, inclusive. The Reporting Person undertakes to provide to The CEO Group, Inc., any security holder of The GEO Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

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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