

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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| 1. Name and Address of Reporting Person*<br><u>March Shayn P.</u><br><br>(Last) (First) (Middle)<br>621 NW 53RD STREET<br>SUITE 700<br><br>(Street)<br>BOCA RATON FL 33487<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GEO GROUP INC [ GEO ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP of Finance and Treasurer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/01/2016              |  |

**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                    | 03/01/2016                           |  | F                              |   | 265 <sup>(1)</sup>  | D          | \$29.24 | 13,038 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 03/02/2016                           |  | F                              |   | 337 <sup>(1)</sup>  | D          | \$29.97 | 13,951 <sup>(3)</sup>   | D  |   |
| Restricted Stock                |                                      |  |                                |   |   |            |         | 9,190 <sup>(4)</sup>  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Stock Options                              | \$13.72  |                                      |  |                                |   |  |     | 03/23/2013   | 03/23/2019      | Common Stock  | 5,780                                      | 5,780  | D   |  |
| Stock Options                              | \$18.23  |                                      |  |                                |   |  |     | 10/28/2013   | 10/28/2019      | Common Stock  | 3,468                                      | 3,468  | D   |  |
| Stock Options                              | \$21.29  |                                      |  |                                |   |  |     | 03/01/2015   | 03/01/2021      | Common Stock  | 5,780                                      | 5,780  | D   |  |

**Explanation of Responses:**

- These shares were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock.
- The amount of shares has been adjusted to reflect the March 1, 2016 vesting of 1,000 shares of restricted stock.
- The amount of shares has been adjusted to reflect the March 2, 2016 vesting of 1,250 shares of restricted stock.
- The amount of shares has been adjusted to reflect the March 1, 2016 vesting of 1,000 shares of restricted stock and the March 2, 2016 vesting of 1,250 shares of restricted stock.

**Remarks:**

/s/John J. Bulfin, as Attorney-in-Fact for Shayn P. March 03/03/2016

\*\* Signature of Reporting Person Date

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

\* 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).

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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