SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* EVANS BRIAN	2. Issuer Name **and** Ticker or Trading Symbol GEO GROUP INC [GEO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2011	
ONE PARK PLACE, SUITE 700		
621 NW 53RD STREET		

Relationship:

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

VP, Chief Accounting Officer

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
BOCA RATON FL 33487		

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

(City) (State) (Zip)

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			
Restricted Stock	03/01/2011		A		20,000[(1)]	A	$0.00	26,000	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	Title	Amount or Number of Shares				
Stock Option	$7.6967							05/06/2004	05/06/2014	Common Stock	1,560		1,560	D	
Stock Option	$21.555							02/05/2007	02/05/2017	Common Stock	6,000		6,000	D	
Stock Option	$16.69							10/30/2008	10/30/2018	Common Stock	5,000		5,000	D	
Stock Option	$21.07							10/28/2009	10/28/2019	Common Stock	10,000		10,000	D	
Stock Option	$24.61	03/01/2011		A		10,000		03/01/2011[(2)]	03/01/2021	Common Stock	10,000	$24.61	10,000	D	

Explanation of Responses:

1. This grant of restricted stock of The GEO Group, Inc.("GEO") vests in three equal annual increments on each of the three anniversary dates immediately following the grant date and will be forfeited if GEO does not achieve certain targeted revenue for its fiscal year ending January 1, 2012, as certified by the compensation committee.

2. Stock options vest 20% on the date of grant and 20% thereafter on each annual anniversary of the date of grant until fully vested.

Remarks:

John J. Bulfin, as Attorney-In-Fact for Brian R. Evans	03/03/2011
** 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.

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 Number.