SEC Form 4

FORM 4

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[*] CALABRESE WAYNE H	2. Issuer Name **and** Ticker or Trading Symbol GEO GROUP INC [GEO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title Other (specify below) below) President and COO
(Last) (First) (Middle) ONE PARK PLACE, SUITE 700 621 NW 53RD STREET	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2010	
(Street) BOCA RATON FL 33487	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) 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	05/10/2010		S		5,467[(1)]	D	$21.23	92,762	D	
Common Stock								333,697	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	$6.0833							08/05/2004	08/05/2014	Common Stock	18,966		18,966	D	
Stock Option	$7.51							03/02/2006	03/02/2016	Common Stock	14,799		14,799	D	
Stock Option	$16.69							10/30/2008	10/30/2018	Common Stock	30,000		30,000	D	
Stock Option	$21.07							10/28/2009	10/28/2019	Common Stock	30,000		30,000	D	

Explanation of Responses:

1. These shares of vested restricted stock were sold by Mr. Calabrese to The GEO Group, Inc. ("GEO") on May 10, 2010 at a price per share of $21.23, which was the closing trading price of GEO common stock on that date. GEO repurchased the shares pursuant to its recently announced $80 million stock buyback program. Mr. Calabrese used the proceeds of this sale to pay taxes associated with the 5/09/2010 vesting of 15,000 shares of restricted stock.

Remarks:

John J. Bulfin, as Attorney-in-Fact for Wayne H. Calabrese   05/12/2010

** Signature of Reporting Person   Date