

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ZOLEY GEORGE C</u> (Last) (First) (Middle) ONE PARK PLACE, SUITE 700 621 NW 53RD STREET (Street) BOCA RATON FL 33487 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GEO GROUP INC [GEO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/31/2012		s		257,618 ⁽¹⁾	D	\$29.12	493,592 ⁽²⁾	D	
Restricted Stock								206,688 ⁽³⁾	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 Option	\$16.69							10/30/2008	10/30/2018	Common Stock	50,000	50,000	D	
Stock Option	\$21.07							10/28/2009	10/28/2019	Common Stock	50,000	50,000	D	
Stock Option	\$24.61							03/01/2011	03/01/2021	Common Stock	50,000	50,000	D	

Explanation of Responses:

- These shares were sold by the reporting person to The GEO Group, Inc. ("GEO") under GEO's stock repurchase program at the closing price of GEO's common stock on December 12, 2012, the record date for GEO's special dividend described in footnote (2) below. The sale was approved by GEO's Audit and Finance Committee. The reporting person used all or a portion of the proceeds from the sale of the securities to finance the reporting person's equity participation in GEO Care Holdings LLC, an entity formed by members of GEO and GEO Care, Inc.'s management teams (the "MBO Group"), in connection with the previously announced acquisition by the MBO Group of certain health care facility management contracts (the "GEO Care Business") from GEO. The sale of the GEO Care Business closed on December 31, 2012.
- The amount of shares reflects the prior vesting of 176,502 shares of restricted stock. Additionally, on December 6, 2012, the Board of Directors of GEO declared a special dividend of \$5.68 per share of common stock, representing approximately \$350 million of accumulated earnings and profits, which was paid on December 31, 2012 to shareholders of record as of December 12, 2012. As a result, the reporting person received 65,127 shares of GEO common stock pursuant to the special dividend.
- The amount of shares has been adjusted to reflect the prior vesting of 176,502 shares of restricted stock. Additionally, as a result of the special dividend described in footnote (2) above, the reporting person received 27,271 shares of GEO common stock pursuant to the special dividend.

Remarks:

John J. Bulfin, as Attorney-in-Fact for George C. Zoley 01/03/2013

** 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.