

**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>ZOLEY GEORGE C</u><br><br>(Last) (First) (Middle)<br>ONE PARK PLACE, SUITE 700<br>621 NW 53RD STREET<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 [ GGI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman &amp; CEO</b> |
|                                                                                                                                                                                                                        | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/04/2006              |                                                                                                                                                                                                                                                                   |
| 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  |                                                                                               |                                                          |                                                       |
| Restricted Stock <sup>(1)</sup> | 05/04/2006                           |                                                    | A                              |   | 52,322                                                            | A          | \$0.00 | 52,322                                                                                        | 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                               | \$21.5                                                 |                                      |                                                    |                                |   |                                                                                        |     | 01/23/1997                                               | 01/23/2007      | Common Stock                                                                      | 20,000                                     | 20,000                                                                                             | D                                                         |                                                        |
| Stock Option                               | \$25.0625                                              |                                      |                                                    |                                |   |                                                                                        |     | 01/23/1998                                               | 01/23/2008      | Common Stock                                                                      | 30,000                                     | 30,000                                                                                             | D                                                         |                                                        |
| Stock Option                               | \$8.4375                                               |                                      |                                                    |                                |   |                                                                                        |     | 02/16/2000                                               | 02/16/2010      | Common Stock                                                                      | 70,000                                     | 70,000                                                                                             | D                                                         |                                                        |
| Stock Option                               | \$9.3                                                  |                                      |                                                    |                                |   |                                                                                        |     | 02/08/2001                                               | 02/08/2011      | Common Stock                                                                      | 70,000                                     | 70,000                                                                                             | D                                                         |                                                        |
| Stock Option                               | \$15.4                                                 |                                      |                                                    |                                |   |                                                                                        |     | 02/07/2002                                               | 02/07/2012      | Common Stock                                                                      | 75,000                                     | 75,000                                                                                             | D                                                         |                                                        |
| Stock Option                               | \$18.625                                               |                                      |                                                    |                                |   |                                                                                        |     | 02/18/1999                                               | 02/18/2009      | Common Stock                                                                      | 33,000                                     | 33,000                                                                                             | D                                                         |                                                        |
| Stock Option                               | \$9.51                                                 |                                      |                                                    |                                |   |                                                                                        |     | 02/12/2003                                               | 02/12/2013      | Common Stock                                                                      | 21,273                                     | 21,273                                                                                             | D                                                         |                                                        |
| Stock Option                               | \$14                                                   |                                      |                                                    |                                |   |                                                                                        |     | 05/01/2003                                               | 05/01/2013      | Common Stock                                                                      | 54,545                                     | 54,545                                                                                             | D                                                         |                                                        |
| Stock Option                               | \$18.25                                                |                                      |                                                    |                                |   |                                                                                        |     | 08/05/2004                                               | 08/05/2014      | Common Stock                                                                      | 9,485                                      | 9,485                                                                                              | D                                                         |                                                        |
| Stock Option                               | \$22.53                                                |                                      |                                                    |                                |   |                                                                                        |     | 03/02/2006                                               | 03/02/2016      | Common Stock                                                                      | 9,867                                      | 9,867                                                                                              | D                                                         |                                                        |

**Explanation of Responses:**

1. Restricted Stock will vest 25% of the shares on each grant annual anniversary date.

**Remarks:**

/s/ George C. Zoley By:  
Kenneth J. Mendell as 05/16/2006  
Attorney-in-Fact

\*\* 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.