

GEO GROUP INC
Form 4
August 14, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
OROURKE JOHN G

(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
GEO GROUP INC [GGI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Restricted Stock				(A) or (D) Price	7,630	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 21.5	08/11/2006		I ⁽¹⁾	5,000	01/23/1997	01/23/2007	Common Stock	5,000
Stock Option	\$ 25.0625	08/11/2006		I ⁽¹⁾	5,000	01/23/1998	01/23/2008	Common Stock	5,000
Stock Option	\$ 18.625	08/11/2006		I ⁽¹⁾	15,000	02/18/1999	02/18/2009	Common Stock	15,000
Stock Option	\$ 9.3					02/08/2001	02/08/2011	Common Stock	25,000
Stock Option	\$ 9.51					02/12/2003	02/12/2013	Common Stock	8,509
Stock Option	\$ 8.4375					02/16/2000	02/16/2010	Common Stock	30,000
Stock Option	\$ 15.4					02/07/2002	02/07/2012	Common Stock	30,000
Stock Option	\$ 14					05/01/2003	05/01/2013	Common Stock	21,818
Stock Option	\$ 18.25					08/05/2004	08/05/2014	Common Stock	4,830

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OROURKE JOHN G ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487			SVP & Chief Financial Officer	

Signatures

/s/ John G. O'Rourke By: Kenneth J. Mendell as Attorney-in-Fact

08/14/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Pursuant to The GEO Group, Inc.'s final prospectus supplement dated June 6, 2006, a voluntary "Option Cash-Out Agreement" dated August 11, 2006, by and between the Company and the Optionee, cancels these options in consideration of a "Cash-Out Payment" equal (1) to the aggregate product of the total number of shares of common stock subject to each option and the excess, if any, of the fair market value of the common stock over the exercise price of each option. The fair market value of the common stock, \$42.17, is the NYSE closing price of the common stock on August 11, 2006, the date of the "Option Cash-Out Agreement".

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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