

Wierdsma Thomas M
Form 4
March 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
Wierdsma Thomas M

(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 [GEO]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP - Project Development

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/01/2013		S	4,000 D \$ 34.2247	18,345 ⁽¹⁾	D	
Restricted Stock					24,768 ⁽²⁾	D	
Common Stock					420 ⁽³⁾	I	By self as custodian for B. Wierdsma
Common Stock					420 ⁽³⁾	I	By self as custodian for Oliver

Common Stock			420 ⁽³⁾	I	Thomas Adams By self as custodian for Lauren Diane Wierdsma
Common Stock			420 ⁽³⁾	I	By Self as custodian for Robert Oliver Weirdsman

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 18.23 ⁽⁴⁾					10/28/2009 10/28/2019	Common Stock	8,670
Stock Option	\$ 21.29 ⁽⁴⁾					03/01/2011 03/01/2021	Common Stock	8,670

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wierdsma Thomas M ONE PARK PLACE, SUITE 700	SVP - Project Development

621 NW 53RD STREET
BOCA RATON, FL 33487

Signatures

/s/ Thomas M. Wierdsma By: John J. Bulfin as
Attorney-in-Fact

03/05/2013

__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).
- (1) The amount of shares reflects the vesting of 5,760 shares of GEO restricted stock. Additionally, Mr. Wierdsman received 6,400 shares of GEO common stock pursuant to the special dividend paid on December 31, 2012 to shareholders of record as of December 12, 2012.
- (2) The amount reflects the vesting of 5,760 shares of GEO restricted stock.
- (3) As a result of the special dividend described in footnote (1) above, the reporting person received 300 shares of GEO common stock pursuant to the special dividend.
- (4) The exercise prices and the amount of shares covered by these stock option grants were adjusted pursuant to the anti-dilutive provisions of GEO's equity incentive plans as a result of the stock portion of the special dividend paid by GEO on December 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.