

HURLEY JOHN
Form 4
March 06, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HURLEY JOHN

(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)
03/04/2013

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 ____ Other (specify
below) below)

President - U.S. Corrections

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/04/2013		S	(A) or (D) 2,869 (1)	\$ 34.9663	44,415 (2)	D
Restricted Stock					32,448 (3)		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)

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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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
Stock Option	\$ 14.44 (4)					10/30/2008	10/30/2018	Common Stock
Stock Option	\$ 18.23 (4)					10/28/2009	10/28/2019	Common Stock
Stock Option	\$ 21.29 (4)					03/01/2011	03/01/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HURLEY JOHN ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487	President - U.S. Corrections

Signatures

John J. Bulfin, as Attorney-In-Fact for John M.
Hurley

03/06/2013

____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 proceeds from this sale were used by Mr. Hurley solely to pay the taxes associated with the March 1, 2013 vesting of 7,680 shares of restricted stock.
- (2) This amount reflects the prior vesting of 7,680 shares of restricted stock. Additionally, Mr. Hurley received 11,140 shares of GEO common stock pursuant to the special dividend paid on December 31, 2012 to shareholders of record as of December 12, 2012.
- (3) This amount reflects the prior vesting of 7,680 shares of restricted stock. Additionally, Mr. Hurley received 5,294 shares of GEO restricted stock pursuant to the special dividend paid on December 31, 2012 to shareholders of record as of December 12, 2012.
- (4)

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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.

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