GEO GROUP INC

Form 4 March 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Number: 3235-0287 Expires: January 31,

Estimated average

OMB APPROVAL

burden hours per response... 0.5

Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 4 or
Form 5
obligations
may continue.

See Instruction

Form 4 or
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ZOLEY GEORGE C** Issuer Symbol GEO GROUP INC [GEO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title ONE PARK PLACE, SUITE 03/01/2017 below) 700, 621 NW 53RD STREET Chairman & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

BOCA RATON, FL 33487

(Ctata)

(7:-)

(City)

(City)	(State) (2	Table	I - Non-De	erivative S	ecuriti	ies Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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)
Restricted Stock	03/01/2017		Code V A	Amount 50,000 (1)	(D)	Price \$ 0	175,001 (2)	D	
Common Stock	03/01/2017		D	5,658 (3)	D	\$0	1,024,131 (2)	D	
Common Stock	03/01/2017		F	14,407 (4)	D	\$ 48.4	1,009,724	D	

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

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 control

Edgar Filing: GEO GROUP INC - Form 4

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	•	Title I	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ZOLEY GEORGE C ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487	X		Chairman & CEO				

Signatures

/s/John J. Bulfin, As Attorney-in-Fact for George C. Zoley 03/03/2017

**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).

Vesting of this grant of restricted stock of GEO is contingent upon the achievement by GEO of certain performance-based metrics during the period from January 1, 2017 to December 31, 2019 as certified by the compensation committee. Under the terms of the restricted

- (1) stock grant, these shares will vest on March 10, 2020 to the extent the performance goals are achieved. Of the grant of restricted stock, 50% is subject to vesting based on GEO's total shareholder return over a three-year period and 50% is subject to vesting based on certain return on capital employed performance goals being met.
- The amount of shares has been adjusted to reflect the March 1, 2017 vesting of 34,342 shares of restricted stock and the forfeiture of 5,658 shares of restricted stock based on the results of the performance-based metrics of the restricted stock during the period from January 1, 2014 to December 31, 2016.
- (3) The amount of shares reflects the forfeiture of 5,658 shares of restricted stock based on the results of the performance based metrics of the restricted stock during the period from January 1, 2014 to December 31, 2016.
- (4) These shares were sold by the Reporting Person in order to cover the Reporting Person's tax withholding obligation upon the March 1, 2017 vesting of restricted stock.

Reporting Owners 2

Edgar Filing: GEO GROUP INC - Form 4

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.