

GEO GROUP INC  
Form 4  
March 04, 2015

**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)  
03/02/2015

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 - Project Development

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Restricted Stock                | 03/02/2015                           |  | A                              | (A) or (D)<br>Amount<br>10,000<br>(1)                             | \$ 0 30,761   | D  |   |
| Common Stock                    |                                      |  |                                |   | 43,350  | D  |   |
| Common Stock                    |                                      |  |                                |   | 568   | I  | By self as custodian for B. Wierdsma                  |
| Common Stock                    |                                      |  |                                |   | 568   | I  | By self as custodian for Oliver                       |

|              |     |   |  |
|--------------|-----|---|--|
| Common Stock | 568 | I | Thomas Adams<br>By self as custodian for Lauren Diane Wierdsma |
| Common Stock | 568 | I | By self as custodian for Robert Oliver Wierdsma                |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Stock Options                              | \$ 18.23   |                                      |  |                                |   | Date Exercisable: 10/28/2009<br>Expiration Date: 10/28/2019 | Common Stock  | 1,734   |
| Stock Options                              | \$ 21.29   |                                      |  |                                |   | Date Exercisable: 03/01/2015<br>Expiration Date: 03/01/2021 | Common Stock  | 8,670   |

## Reporting Owners

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

621 NW 53RD STREET  
BOCA RATON, FL 33487

## Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Thomas M.  
Wierdsma

03/04/2015

\_\_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, 2015 to December 31, 2017 as certified by the compensation committee. Under the terms of the restricted

- (1) stock grant, these shares will vest on March 1, 2018 to the extent the performance goals are achieved. Of the grant of restricted stock, 75% is subject to vesting based on GEO's total shareholder return over a three-year period and 25% is subject to vesting based on certain return on capital employed performance goals being met.

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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