

CARLSON NORMAN A
Form 4
August 11, 2017

FORM 4

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

OMB APPROVAL

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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 *
CARLSON NORMAN A

(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)
08/09/2017

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)

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 Ownership Beneficial (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/09/2017		M		8,670 (1)	A	\$ 14.19 (2)
Restricted Stock					44,779 (3) (4)	D	
					937 (3) (4)	D	

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. Amount or Number of Shares
Stock Options	\$ 14.19 (2)	08/09/2017		M	8,670 (1)	03/01/2015 03/01/2021	Common Stock	8,670
Stock Options	\$ 12.15 (5)					10/28/2013 10/28/2019	Common Stock	8,670 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON NORMAN A ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487	X			

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Norman A. Carlson
Date: 08/11/2017

__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).
- (1) On April 24, 2017, The GEO Group, Inc. common stock split 3-for-2, resulting in the reporting person's ownership of 2,890 additional stock options.
- (2) On April 24, 2017, The GEO Group, Inc. common stock split 3-for-2, resulting in the reporting person's option exercise price being reduced by \$7.10.
- (3) On April 24, 2017, the common stock of The GEO Group, Inc. split 3-for-2, resulting in the reporting person's ownership of (i)11,724 additional shares common stock and (ii)625 additional shares of restricted stock.
- (4) The number of shares has been adjusted to reflect the March 1, 2017 vesting of 937 shares of restricted stock and the June 1, 2017 vesting of 937 shares of restricted stock.
- (5) On April 24, 2017, The GEO Group, Inc. common stock split 3-for-2, resulting in the reporting person's option exercise price being reduced by \$6.08.

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- (6) On April 24, 2017, The GEO Group, Inc. common stock split 3-for-2, resulting in the reporting person's ownership of 2,890 additional stock options.

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.