#### **HURLEY JOHN**

Form 4

December 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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Person

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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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HURLEY JOHN** Issuer Symbol GEO GROUP INC [GEO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title ONE PARK PLACE, SUITE 12/11/2012 below) 700, 621 NW 53RD STREET President - U.S. Corrections (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 Form filed by More than One Reporting

### BOCA RATON, FL 33487

| (City)                               | (State)                                 | (Zip) Tabl  | le I - Non-l                            | Derivative  | Secur | ities Acquir         | ed, Disposed of,   | or Beneficiall   | y Owned   |
|--------------------------------------|---|---|---|---|-------|----------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5)  (A) or |       |                      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| C                                    |   |   | Code V                                  | Amount  | (D)   | Price                | (Instr. 3 and 4)   |  |   |
| Common<br>Stock                      | 12/11/2012                              |   | M                                       | 8,726   | A     | \$ 6.0834            | 43,726   | D  |   |
| Common<br>Stock                      | 12/11/2012                              |   | S                                       | 8,726   | D     | \$<br>28.9616<br>(1) | 35,000   | D  |   |
| Common<br>Stock                      | 12/11/2012                              |   | S                                       | 24,274<br>(2)   | D     | \$<br>29.0066        | 35,000   | D  |   |
| Common<br>Stock                      | 12/12/2012                              |   | S                                       | 11,830<br>(3)   | D     | \$<br>29.0078        | 35,000   | D  |   |
| Restricted<br>Stock                  |   |   |   |   |       |                      | 28,298 (4)   | D  |   |

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

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SEC 1474 (9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(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) |                                     |
|---|---|---|---|--|---|-----|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) (   | (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 6.0834   | 12/11/2012                              |   | M                                      | 8,  | 726 | 08/05/2004   | 08/05/2014         | Common<br>Stock   | 8,726                               |
| Stock<br>Option                                     | \$ 16.69  |   |   |  |   |     | 10/30/2008   | 10/30/2018         | Common<br>Stock   | 2,500                               |
| Stock<br>Option                                     | \$ 21.07  |   |   |  |   |     | 10/28/2009   | 10/28/2019         | Common<br>Stock   | 10,000                              |
| Stock<br>Option                                     | \$ 24.61  |   |   |  |   |     | 03/01/2011   | 03/01/2021         | Common<br>Stock   | 10,000                              |

# **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** 

/s/ John J. Bulfin, As Attorney-In-Fact for John M. Hurley 12/13/2012

\*\*Signature of Reporting Person Date

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# **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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.90 to \$29.06, inclusive. The reporting person undertakes to provide GEO, any security holder of GEO, or the staff of the Securities and
- Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The amount of shares sold includes 24,274 shares of restricted stock that vested.
- (3) The amount of shares sold includes 11,830 shares of restricted stock that vested.
- (4) The amount of shares of restricted stock held by the reporting person has been adjusted to reflect the vesting and sale of (A) 24,274 shares of common stock and (B) 11,830 shares of common stock.

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.