

CALABRESE WAYNE H
Form 4
September 03, 2010

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 *
CALABRESE WAYNE H

(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)
09/01/2010

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)
President and COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Restricted Stock	09/01/2010		S		55,262 (1)	D	\$ 22.59
Common Stock	09/01/2010		S		333,697 (2)	D	\$ 22.59
							37,500
							0

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

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(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. Price or Amount of Derivative Security (Instr. 3)
Stock Option	\$ 6.0833					08/05/2004 08/05/2014	Common Stock	18,966
Stock Option	\$ 7.51					03/02/2006 03/02/2016	Common Stock	14,799
Stock Option	\$ 16.69					10/30/2008 10/30/2018	Common Stock	30,000
Stock Option	\$ 21.07					10/28/2009 10/28/2019	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALABRESE WAYNE H ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487	X		President and COO	

Signatures

John J. Bulfin, as Attorney-in-Fact for Wayne H. Calabrese 09/02/2010

__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).

- The GEO Group, Inc. ("GEO") repurchased these vested restricted shares from Mr. Calabrese on September 1, 2010 at a price per share of \$22.59, which was the closing trading price of GEO common stock on that date. Mr. Calabrese used a portion of the proceeds of this sale to pay taxes associated with the 9/1/2010 vesting of 7,500 shares of restricted stock.
- (1) \$22.59, which was the closing trading price of GEO common stock on that date. Mr. Calabrese used a portion of the proceeds of this sale to pay taxes associated with the 9/1/2010 vesting of 7,500 shares of restricted stock.
 - (2) The GEO Group, Inc. ("GEO") repurchased these shares on September 1, 2010 at a price per share of \$22.59, which was the closing trading price of GEO common stock on that date. On August 26, 2010, Mr. Calabrese announced that he will retire from GEO effective

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December 31, 2010. As disclosed by GEO on that date, GEO agreed to repurchase from Mr. Calabrese on September 1, 2010, approximately 380,000 shares of GEO common stock held by Mr. Calabrese at the closing price of GEO common stock as reported on the New York Stock Exchange on September 1, 2010.

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.