

Dominicis Jorge A
Form 4
January 03, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dominicis Jorge A

(Last) (First) (Middle)

ONE PARK PLACE, SUITE
700, 621 NORTHWEST 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)
12/31/2012

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, Residential Treatment Svc

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) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | 12/31/2012 | | S | (A) or (D) D | 27,282 (1) \$ 29.12 | 8,951 (2) | D |
| Restricted Stock | | | | | 40,128 (3) | D | |

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. Pri Deriv Secur (Instr |
|---|---|---|---|---|---|--|---|-------------------------------------|
| | | | | Code | V | (A) | (D) | Amount or Number of Shares |
| Stock Option | \$ 16.69 | | | | | 10/30/2008 | 10/30/2018 | Common Stock 2,000 |
| Stock Option | \$ 21.07 | | | | | 10/28/2009 | 10/28/2019 | Common Stock 10,000 |
| Stock Options | \$ 24.61 | | | | | 03/01/2011 | 03/01/2021 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Dominicis Jorge A ONE PARK PLACE, SUITE 700 621 NORTHWEST 53RD STREET BOCA RATON, FL 33487 | SVP, Residential Treatment Svc |

Signatures

John J. Bulfin, as Attorney-in-Fact for Jorge A.
Dominicis

01/03/2013

__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).

These shares were sold by the reporting person to The GEO Group, Inc. ("GEO") under GEO's stock repurchase program at the closing price of GEO's common stock on December 12, 2012, the record date for GEO's special dividend described in footnote (2) below. The sale was approved by GEO's Audit and Finance Committee. The reporting person used all or a portion of the proceeds from the sale of the

(1) securities to finance the reporting person's equity participation in GEO Care Holdings LLC, an entity formed by members of GEO and GEO Care, Inc.'s management teams (the "MBO Group"), in connection with the previously announced acquisition by the MBO Group of certain health care facility management contracts (the "GEO Care Business") from GEO. The sale of the GEO Care Business closed on December 31, 2012.

(2)

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The amount of shares reflects the prior vesting of 24,685 shares of restricted stock. Additionally, on December 6, 2012, the Board of Directors of GEO declared a special dividend of \$5.68 per share of common stock, representing approximately \$350 million of accumulated earnings and profits, which was paid on December 31, 2012 to shareholders of record as of December 12, 2012. As a result, the reporting person received 1,181 shares of GEO common stock pursuant to the special dividend.

- (3) The amount of shares has been adjusted to reflect the prior vesting of 24,685 shares of restricted stock. Additionally, as a result of the special dividend described in footnote (2) above, the reporting person received 5,294 shares of GEO common stock pursuant to the special dividend.

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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