

KEENS DONALD H
Form 4
June 20, 2007

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 *
KEENS DONALD 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)
06/18/2007

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 - Intl Services

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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|---|
| Common Stock <u>(1)</u> | 06/18/2007 | | M | 5,102 | A | \$ 3.17 | 5,102 | D |
| Common Stock | 06/18/2007 | | M | 65,454 | A | \$ 4.6667 | 70,556 | D |
| Common Stock <u>(2)</u> | 06/18/2007 | | S | 70,556 | D | \$ 28.5165 | 0 | D |
| Restricted Stock <u>(3)</u> | | | | | | | 24,228 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option <u>(1)</u> <u>(2)</u> | \$ 3.17 | 06/18/2007 | | M | 5,102 | 02/12/2003 02/12/2013 | Common Stock | 5,102 |
| Stock Option <u>(2)</u> | \$ 4.6667 | 06/18/2007 | | M | 65,454 | 05/01/2003 05/01/2013 | Common Stock | 65,454 |
| Stock Option | \$ 6.0834 | | | | | 08/05/2004 08/05/2014 | Common Stock | 14,490 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEENS DONALD H ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487 | | | President - Intl Services | |

Signatures

/s/ Donald H. Keens BY: John J. Bulfin as Attorney-In-Fact
06/20/2007

__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) All amounts of securities and price information contained herein reflect the 2-for-1 stock split of The GEO Group, Inc., which took effect on June 1, 2007.

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- (2) Sold pursuant to a Rule 10b5-1 Trading Plan dated May 4, 2007.
- (3) This grant of restricted stock of The GEO Group, Inc. vests in equal annual increments of 25% on each of the four anniversary dates immediately following the grant date.

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.