

ANTHONY CLARENCE E
Form 4
April 26, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANTHONY CLARENCE E

2. Issuer Name and Ticker or Trading Symbol
GEO GROUP INC [GEO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
621 NW 53RD STREET, SUITE 700

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

BOCA RATON, FL 33487

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4)
Restricted Stock	04/24/2018		A	(A) or (D) 4,500 (1) A \$ 0	12,937 (2) (3)	D	
Common Stock					29,302 (2) (3)	D	

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

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

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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 Value of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 14.19 <u>(4)</u>			Code V (A) (D)		Date Exercisable: 03/01/2015 Expiration Date: 03/01/2021	Title: Common stock	Amount or Number of Shares: 8,670 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANTHONY CLARENCE E 621 NW 53RD STREET SUITE 700 BOCA RATON, FL 33487	X			

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Clarence E. Anthony 04/26/2018

__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) 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.
 - (2) This number has been adjusted to reflect the March 1, 2018 vesting of 2,625 shares of restricted stock, the June 1, 2017 vesting of 938 shares of restricted stock, March 2, 2018 vesting of 1,125 shares of restricted stock and the March 12, 2018 vesting of 1,125 shares of restricted stock.
 - (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)7,830 additional shares common stock and (ii)4,750 additional shares of restricted stock.
 - (4) On April 24, 2017, the common stock of The GEO Group, Inc. split 3-for-2, resulting in the reporting person's option exercise price being reduced by \$7.10.
 - (5) On April 24, 2017, the common stock of The GEO Group, Inc. 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.