

GEO GROUP INC
Form 4
December 06, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HURLEY JOHN

(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)
12/05/2006

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 - U.S. Corrections

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 | | |
| Common Stock | 12/05/2006 | | M | | 15,000 A \$ 5.625 | 15,000 | D |
| Common Stock | 12/05/2006 | | M | | 3,794 A \$ 6.2 | 18,794 | D |
| Common Stock | 12/05/2006 | | S | | 18,794 D \$ 38.8755 | 0 | D |
| Restricted Stock | | | | | | 9,486 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|-----------------------|---|
| | | | | | Acquired (A) | or Disposed of (D) | Date Exercisable | Expiration Date | |
| Stock Option | \$ 5.625 | 12/05/2006 | | M | V | (A) 15,000 | (D) | 02/16/2000 02/16/2010 | Common Stock 15,000 |
| Stock Option | \$ 6.2 | 12/05/2006 | | M | V | (A) 3,794 | (D) | 02/08/2001 02/08/2011 | Common Stock 3,794 |
| Stock Option | \$ 6.34 | | | | V | (A) | (D) | 02/12/2003 02/12/2013 | Common Stock 12,763.5 |
| Stock Option | \$ 10.2667 | | | | V | (A) | (D) | 02/07/2002 02/07/2012 | Common Stock 45,000 |
| Stock Option | \$ 9.3333 | | | | V | (A) | (D) | 05/01/2003 05/01/2013 | Common Stock 32,727 |
| Stock Option | \$ 12.1667 | | | | V | (A) | (D) | 08/05/2004 08/05/2014 | Common Stock 7,245 |

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 M. Hurley BY: Kenneth J. Mendell as
Attorney-In-Fact

12/06/2006

**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).

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.