

Wierdsma Thomas M
Form 4
March 05, 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 *
Wierdsma Thomas M

(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)
03/01/2018

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)

SVP - Project Development

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Restricted Stock | 03/01/2018 | | D | 672 ⁽¹⁾ | \$ 0 45,000 ⁽²⁾ ⁽³⁾ | D | |
| Common Stock | 03/01/2018 | | F | 4,611 ⁽⁴⁾ | \$ 21.3 106,086 ⁽²⁾ ⁽³⁾ | D | |
| Common Stock | | | | | 926 ⁽⁵⁾ | I | By self as custodian for B. Wierdsma |
| Common Stock | | | | | 926 ⁽⁵⁾ | I | By self as custodian for Oliver |

| | | | | | |
|--------------|--|--|--------------------|---|--|
| Common Stock | | | 926 ⁽⁵⁾ | I | Thomas Adams By self as custodian for Lauren Diane Wierdsma |
| Common Stock | | | 926 ⁽⁵⁾ | I | By self as custodian for Robert Oliver Weirdsma |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wierdsma Thomas M ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487 | | | SVP - Project Development | |

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Thomas M.
Wierdsma

03/05/2018

__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) The amount of shares reflects the forfeiture of 672 shares of restricted stock based on the results of the performance based metrics of the restricted stock during the period from January 1, 2015 to December 31, 2017.
 - (2) 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) 20,000 additional shares of restricted stock and (ii) 31,123 shares of common stock.
 - (3) The amount of shares has been adjusted to reflect the March 1, 2018 vesting of 14,328 shares of restricted stock.
 - (4) These shares were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock.
 - (5) On April 24, 2017, the common stock of The GEO Group, Inc. split 3-for-2, resulting in the reporting person's indirect ownership of an aggregate of 1,236 additional common shares.

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.