

FOREMAN ANNE N
Form 4
August 11, 2017

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 *
FOREMAN ANNE N

(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)
08/09/2017

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)

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)
Common Stock	08/09/2017		M	Amount (1) 8,670 A	Price (2) \$ 12.15 30,294 (3) (4)	D	
Common Stock	08/09/2017		S	Amount (1) 8,670 D	Price (2) \$ 26.696 21,624 (3) (4)	D	
Common Stock	08/09/2017		M	Amount (1) 8,670 A	Price (2) \$ 14.19 30,294 (3) (4)	D	
Common Stock	08/09/2017		S	Amount (1) 8,670 D	Price (2) \$ 26.636 21,624 (3) (4)	D	
					13,312 (3) (4)	D	

Restricted
Stock

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

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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 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 12.15	08/09/2017		M	8,670 (1)	10/28/2013	10/28/2019	Common Stock	8,670
Stock Options	\$ 14.19	08/09/2017		M	8,670 (1)	03/01/2015	03/01/2021	Common Stock	8,670

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOREMAN ANNE N ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487	X

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Anne N.
Foreman

08/11/2017

__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).

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- (1) 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.
- (2) 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 \$6.08.
- (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)6,896 additional shares of common stock and (ii)4,750 additional shares of restricted stock.
- (4) The number of shares has been adjusted to reflect the June 1, 2017 vesting of 937 shares of restricted stock.

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.57-\$26.72, inclusive. The reporting person undertakes to provide to The GEO Group, Inc., any security holder of the GEO Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (5) 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.

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.48-\$26.72, inclusive. The reporting person undertakes to provide to The GEO Group, Inc., any security holder of the GEO Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (6) 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.

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.48-\$26.72, inclusive. The reporting person undertakes to provide to The GEO Group, Inc., any security holder of the GEO Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

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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