

CALABRESE WAYNE H
Form 4
August 03, 2007

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 *
CALABRESE WAYNE 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)
08/01/2007

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 and COO

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 or Price | | |
| Common Stock <u>(1)</u> | 08/01/2007 | | M | | 30,000 A \$ 2.8125 | 90,000 | D |
| Common Stock <u>(2)</u> | 08/01/2007 | | S | | 30,000 D \$ 28.0687 | 60,000 | D |
| Restricted Stock <u>(3)</u> | | | | | | 127,734 | D |

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

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number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (1) (2) | \$ 2.8125 | 08/01/2007 | | M | 30,000 | 02/16/2000 | 02/16/2010 | Common Stock | 120,000 |
| Stock Option | \$ 3.1 | | | | | 02/08/2001 | 02/08/2011 | Common Stock | 150,000 |
| Stock Option | \$ 5.1334 | | | | | 02/07/2002 | 02/07/2012 | Common Stock | 150,000 |
| Stock Option | \$ 3.17 | | | | | 02/12/2003 | 02/12/2013 | Common Stock | 42,546 |
| Stock Option | \$ 4.6667 | | | | | 05/01/2003 | 05/01/2013 | Common Stock | 109,095 |
| Stock Option | \$ 6.0833 | | | | | 08/05/2004 | 08/05/2014 | Common Stock | 18,966 |
| Stock Option | \$ 7.51 | | | | | 03/02/2006 | 03/02/2016 | Common Stock | 14,799 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CALABRESE WAYNE H ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487 | X | | President and COO | |

Signatures

/s/ Wayne H. Calabrese By: John J. Bulfin as
Attorney-in-Fact

08/03/2007

**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.
- (2) Sold pursuant to a Rule 10b5-1 Trading Plan dated May 3, 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.

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