

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ZOLEY GEORGE C</u>  (Last) (First) (Middle) 4955 TECHNOLOGY WAY  (Street) BOCA RATON FL 33431  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GEO GROUP INC [ GEO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/08/2022		A		46,620 <sup>(1)</sup>	A	\$0.00	3,096,620	D	
Common Stock	03/08/2022		F		38,020 <sup>(2)</sup>	D	\$5.64	3,058,600	D	
Restricted Stock	03/08/2022		D		50,000 <sup>(3)</sup>	D	\$0.00	592,364	D	
Common Stock								52,400	I	By the Holly A. Meehan 2020 Trust <sup>(4)</sup>
Common Stock								52,450	I	By the Christopher N. Zoley Trust <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- This amount of shares reflects an increase to the vested restricted stock granted on March 1, 2019 based upon the achievement of the performance-based metrics for the performance period from January 1, 2019 to December 31, 2021. This resulted in a payout of an aggregate of 96,620 shares of Common Stock.
- These shares were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock.
- This amount of shares reflects the forfeiture of 50,000 shares of restricted stock granted on March 1, 2019 based upon the results of the performance based metrics of the restricted stock during the period from January 1, 2019 to December 31, 2021.
- Represents shares held by trust for the benefit of the reporting person's child. The reporting person's spouse is the trustee of the trust. The reporting person has no pecuniary interest or investment control over these shares.

**Remarks:**

/s/ Joe Negron, as Attorney-in-Fact for George C. Zoley 03/10/2022

\*\* Signature of Reporting Person Date

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

\* 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.

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