

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>ZOLEY GEORGE C</u> (Last) (First) (Middle) <u>4955 TECHNOLOGY WAY</u> (Street) <u>BOCA RATON FL 33431</u> (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>Chairman & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/08/2021		A		62,438 ⁽¹⁾	A	\$0.00	2,887,438	D	
Common Stock	03/08/2021		F		54,082 ⁽²⁾	D	\$8.02	2,833,356	D	
Restricted Stock	03/08/2021		D		75,000 ⁽³⁾	D	\$0.00	518,752	D	
Common Stock								52,400	I	By the Holly A. Meehan 2020 Trust ⁽⁴⁾
Common Stock								52,450	I	By the Christopher N. Zoley Trust ⁽⁴⁾

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					
Phantom Stock	(5)							(5)	(5)	Common Stock	642,118 ⁽⁶⁾⁽⁷⁾	642,118 ⁽⁶⁾⁽⁷⁾	D	

Explanation of Responses:

- This amount of shares reflects an increase to the vested restricted stock granted on April 24, 2018 based upon the achievement of the performance-based metrics for the performance period from January 1, 2018 to December 31, 2020. This resulted in a payout of an aggregate of 137,438 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 75,000 shares of restricted stock granted on April 24, 2018 based upon the results of the performance based metrics of the restricted stock during the period from January 1, 2018 to December 31, 2020.
- 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.
- Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable upon the reporting person's retirement from employment with The GEO Group, Inc. pursuant to the terms of the reporting person's Amended and Restated Executive Retirement Agreement, effective February 26, 2020.
- On July 7, 2020, The GEO Group, Inc. declared a quarterly cash dividend of \$0.48 per share of common stock which was paid on July 24, 2020 to shareholders of record as of the close of business on July 17, 2020. On October 6, 2020, The GEO Group, Inc. declared a quarterly cash dividend of \$0.34 per share of common stock which was paid on October 23, 2020 to shareholders of record as of the close of business on October 16, 2020. On January 15, 2021, The GEO Group, Inc. declared a quarterly cash dividend of \$0.25 per share of common stock which was paid on February 1, 2021 to shareholders of record as of the close of business on January 25, 2021. Includes an aggregate of 65,757 shares of common stock credited with a value equal to the dividends declared and paid as described above on the shares previously held pursuant to the terms of the reporting person's Amended and Restated Executive Retirement Agreement.
- The aggregate number of shares of common stock credited with the value equal to the dividends declared and paid was previously described in the Form 4 filed on March 3, 2021 as 67,757 due to clerical error.

Remarks:

/s/ Joe Negron, as Attorney-in-Fact for George C. Zoley 03/10/2021

** 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.

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 Number.