SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

1. Name and Address of Reporting Person [*] Gordo Jose			2. Issuer Name and Ticker or Trading Symbol <u>GEO GROUP INC</u> [GEO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner				
(Last) 4955 TECHNOI	(First) LOGY WAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2021	1	Officer (give title below)	Other (specify below)				
[4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street)	FI	33431		Line)	Form filed by One Re	porting Person				
BOCA RATON FL 33431		55451			Form filed by More th Person	an One Reporting				
(City)	(State)	(Zip)								
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)						Securities Beneficially	Form: Direct	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Restricted Stock	03/01/2021		A		10,000 ⁽¹⁾	Α	\$0.00	14,425 ⁽²⁾	D	
Common Stock	03/01/2021		F		438 ⁽³⁾	D	\$7.52	1,037 ⁽²⁾	D	

 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. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/Y	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. 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.

2. The amount of shares has been adjusted to reflect the March 1, 2021 vesting of 1,475 shares of restricted stock.

3. These shares were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock.

Remarks:

/s/Joe Negron, as Attorney-in-Fact for Jose Gordo 03/03/2021

** 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.