

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Donahue J David</u>  (Last) (First) (Middle) <u>ONE PARK PLACE</u> <u>621 NW 53RD STREET, SUITE 700</u>  (Street) <u>BOCA RATON FL 33487-8239</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP-Corrections &amp; Detention</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2016</u>	
		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	03/01/2016		F		331 <sup>(1)</sup>	D	\$29.24	9,215 <sup>(2)</sup>	D	
Common Stock	03/02/2016		F		411 <sup>(1)</sup>	D	\$29.97	10,304 <sup>(3)</sup>	D	
Restricted Stock								12,380 <sup>(4)</sup>	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. 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					
Stock Options	\$18.23							10/28/2013	10/28/2019	Common Stock	1,156	1,156	D	
Stock Options	\$21.29							03/01/2015	03/01/2021	Common Stock	3,468	3,468	D	

**Explanation of Responses:**

- These shares were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock.
- The amount of shares has been adjusted to reflect the March 1, 2016 vesting of 1,250 shares of restricted stock.
- The amount of shares has been adjusted to reflect the March 2, 2016 vesting of 1,500 shares of restricted stock.
- The amount of shares has been adjusted to reflect the March 1, 2016 vesting of 1,250 shares of restricted stock and the March 2, 2016 vesting of 1,500 shares of restricted stock.

**Remarks:**

/s/John J. Bulfin, as Attorney-in-Fact for James D. Donahue 03/03/2016

\*\* 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.**