| SEC Form 4 |  |
|------------|--|
|------------|--|

**Restricted Stock** 

| FORM 4   | UNITED   | ) STAT   | res s                 | SECURITIES  |   |      |             | E CO  | OMMIS   | SION  |                        |   |   |
|--|--|--|-----------------------|---|---|------|-------------|---|---|---|------------------------|---|---|
|  |  |  |                       | Washing   | ton, D.C  | 2054 | 49          |   |   | OMB APPROVAL  |                        | OVAL  |   |
| Check this box if no longer subject to<br>Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b). |  |  | F CHANGES             |   |   |      |             | ΗP  | Estimated average burden                                      |   | 3235-0287<br>en<br>0.5 |   |   |
|  |  | or Seo   | ction 30(h) of the In |   |   |      |             |   |   |   |                        |   |   |
| 1. Name and Address of Reporting Person<br>BULFIN JOHN J   |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>GEO GROUP INC</u> [ GEO ] |                       |   |   |      |             |   | ationship of Re<br>all applicable<br>Director<br>Officer (giv | 10% Owner   |                        | Owner   |   |
| (Last) (First)<br>ONE PARK PLACE, SUITE 700<br>621 NW 53RD STREET  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/01/2011 |  |                       |   |   |      |             | _ X Onicer (give title Other (specify below) below) SVP & General Counsel |   |   |                        |   |   |
|  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           |                       |   |   |      |             |   | 6. Individual or Joint/Group Filing (Check Applicable Line)   |   |                        |   |   |
| (Street)<br>BOCA RATON FL  | 33487  |  |                       |   |   |      |             |   |   | X Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |                        |   |   |
| (City) (State)   | (Zip)  |  |                       |   |   |      |             |   |   |   |                        |   |   |
| т  | able I - Nor   | n-Deriva   | tive S                | ecurities Acq   | uired,  | Dis  | posed of, o | r Ben   | ficially  | Owned   |                        |   |   |
| Date   |  |  | ction<br>ay/Year)     | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8)<br>Code V |      | ,<br>(0) or |   |   | 4 and Securities<br>Beneficially<br>Owned Foll<br>Reported                              |                        | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common Stock   |  |  |                       |   |   |      |             |   |   | 11,500  | 0                      | D   |   |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

A

15,000(1)

\$0.00

A

43,828

D

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Num<br>of<br>Deriva<br>Securi<br>Acquir<br>(A) or<br>Dispos<br>of (D)<br>(Instr.<br>and 5) | tive<br>ties<br>red<br>sed<br>3, 4 | 6. Date Exerci<br>Expiration Dat<br>(Month/Day/Ye | te                 | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|---|------------------------------------|---|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)   | (D)                                | Date<br>Exercisable                               | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Stock<br>Option                                     | \$5.1334  |  |   |                              |   |   |                                    | 02/07/2002  | 02/07/2012         | Common<br>Stock   | 50,000                                 |   | 50,000   | D  |  |
| Stock<br>Option                                     | \$3.17  |  |   |                              |   |   |                                    | 02/12/2003  | 02/12/2013         | Common<br>Stock   | 25,527                                 |   | 25,527   | D  |  |
| Stock<br>Option                                     | \$4.6667  |  |   |                              |   |   |                                    | 05/01/2003  | 05/01/2013         | Common<br>Stock   | 65,454                                 |   | 65,454   | D  |  |
| Stock<br>Option                                     | \$6.0834  |  |   |                              |   |   |                                    | 08/05/2004  | 08/05/2014         | Common<br>Stock   | 14,490                                 |   | 14,490   | D  |  |
| Stock<br>Option                                     | \$16.69   |  |   |                              |   |   |                                    | 10/30/2008  | 10/30/2018         | Common<br>Stock   | 5,000                                  |   | 5,000  | D  |  |
| Stock<br>Option                                     | \$21.07   |  |   |                              |   |   |                                    | 10/28/2009  | 10/28/2019         | Common<br>Stock   | 7,500                                  |   | 7,500  | D  |  |
| Stock<br>Option                                     | \$24.61   | 03/01/2011                                 |   | A                            |   | 7,500   |                                    | 03/01/2011 <sup>(2)</sup>                         | 03/01/2021         | Common<br>Stock   | 7,500                                  | \$24.61   | 7,500  | D  |  |

Explanation of Responses:

1. This grant of restricted stock of The GEO Group, Inc.("GEO") vests in three equal annual increments on each of the three anniversary dates immediately following the grant date and will be forfeited if GEO does not achieve certain targeted revenue for its fiscal year ending January 1, 2012, as certified by the compensation committee.

2. Stock options vest 20% on the date of grant and 20% thereafter on each annual anniversary of the date of grant until fully vested.

**Remarks:** 

John J. Bulfin

\*\* Signature of Reporting Person

03/03/2011 Date

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

 $\ast$  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).

03/01/2011

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.