

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>			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) <b>Chairman &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
4955 TECHNOLOGY WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BOCA RATON FL 33431</u>								
(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)	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	05/06/2020		P		150,000	A	\$11.2352 <sup>(1)</sup>	2,750,000	D	
Restricted Stock								400,002	D	
Common Stock	05/07/2020		P		50,000	A	\$11.4381 <sup>(2)</sup>	50,000	I	By the Holly A. Meehan 2020 Trust <sup>(3)</sup>
Common Stock	05/07/2020		P		50,000	A	\$11.4218 <sup>(2)</sup>	50,000	I	By the Christopher N. Zoley 2020 Trust <sup>(3)</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)					
Phantom Stock	(4)						(4)	(4)	Common Stock	576,361 <sup>(5)</sup>	576,361 <sup>(5)</sup>	D	

Explanation of Responses:

- The price in Column 4 is a weighted average price. These shares were purchased in multiple open market transactions at prices ranging from \$11.095 to \$11.35, inclusive. The reporting person undertakes to provide to The GEO Group, Inc., any security holder of The GEO Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote to this Form 4.
- The price in Column 4 is a weighted average price. These shares were purchased in multiple open market transactions at prices ranging from \$11.31 to \$11.50, inclusive. The reporting person undertakes to provide to The GEO Group, Inc., any security holder of The GEO Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote to this Form 4.
- 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 April 6, 2020, The GEO Group, Inc. declared a quarterly cash dividend of \$0.48 per share of common stock which was paid on April 24, 2020 to shareholders of record as of the close of business on April 17, 2020. Includes 22,696 shares of common stock credited with a value equal to the dividend declared and paid on the shares previously held pursuant to the terms of the reporting person's Amended and Restated Executive Retirement Agreement.

Remarks:

/s/Joe Negron, as Attorney-in-Fact for George C. Zoley 05/08/2020

\*\* 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.