

EVANS BRIAN
Form 4
March 05, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EVANS BRIAN

(Last) (First) (Middle)

ONE PARK PLACE, SUITE
700, 621 NW 53RD STREET

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GEO GROUP INC [GEO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount (D) Price | | |
| Restricted Stock | 03/01/2018 | | D | | 839 ⁽¹⁾ \$ 0 | | D |
| Common Stock | 03/01/2018 | | F | | 5,795 ⁽⁴⁾ \$ 21.3 | | D |
| | | | | | 63,750 ⁽²⁾ ⁽³⁾ | | D |
| | | | | | 68,105 ⁽²⁾ ⁽³⁾ | | D |

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

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(9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options | \$ 12.15 (5) | | | | | 10/28/2013 10/28/2019 | Common Stock | 3,468 (6) |
| Stock Options | \$ 14.19 (7) | | | | | 03/01/2015 03/01/2021 | Common Stock | 10,404 (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EVANS BRIAN ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487 | | | SVP, Chief Financial Officer | |

Signatures

/s/John J. Bulfin, as Attorney-in-Fact for Brian R. Evans 03/05/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The amount of shares reflects the forfeiture of 839 shares of restricted stock based on the results of the performance based metrics of the restricted stock during the period from January 1, 2015 to December 31, 2017.
- (2) The amount of shares has been adjusted to reflect the March 1, 2018 vesting of 17,911 shares of restricted stock.
- (3) On April 24, 2017, the common stock of The GEO Group, Inc. split 3-for-2, resulting in the reporting person's ownership of (i) 18,663 additional shares common stock and (ii) 27,500 additional shares of restricted stock.
- (4) These shares were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock.
- (5) On April 24, 2017, the common stock of The GEO Group, Inc. split 3-for-2 resulting in the reporting person's stock option price being reduced by \$6.08.
- (6)

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On April 24, 2017, the common stock of The GEO Group, Inc. split 3-for-2, resulting in the reporting person's ownership of 1,156 additional stock options.

- (7) On April 24, 2017, the common stock of The GEO Group, Inc. split 3-for-2 resulting in the reporting person's stock option price being reduced by \$7.10.
- (8) On April 24, 2017, the common stock of The GEO Group, Inc. split 3-for-2, resulting in the reporting person's ownership of 3,468 additional stock options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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