

GEO GROUP INC  
Form 4  
August 14, 2006

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OROURKE JOHN G

(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 [GGI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/11/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP &amp; Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Restricted<br>Stock                   |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 7,630                                                                                                              | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

## Edgar Filing: GEO GROUP INC - Form 4

| 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 Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 21.5                                                               | 08/11/2006                              |                                                             | <u>I<sup>(1)</sup></u>                  |                                                                                                              | 5,000                                                          |     | 01/23/1997                                                          | 01/23/2007         | Common<br>Stock | 5,000                               |
| Stock<br>Option                                     | \$ 25.0625                                                            | 08/11/2006                              |                                                             | <u>I<sup>(1)</sup></u>                  |                                                                                                              | 5,000                                                          |     | 01/23/1998                                                          | 01/23/2008         | Common<br>Stock | 5,000                               |
| Stock<br>Option                                     | \$ 18.625                                                             | 08/11/2006                              |                                                             | <u>I<sup>(1)</sup></u>                  |                                                                                                              | 15,000                                                         |     | 02/18/1999                                                          | 02/18/2009         | Common<br>Stock | 15,000                              |
| Stock<br>Option                                     | \$ 9.3                                                                |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/08/2001                                                          | 02/08/2011         | Common<br>Stock | 25,000                              |
| Stock<br>Option                                     | \$ 9.51                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/12/2003                                                          | 02/12/2013         | Common<br>Stock | 8,509                               |
| Stock<br>Option                                     | \$ 8.4375                                                             |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/16/2000                                                          | 02/16/2010         | Common<br>Stock | 30,000                              |
| Stock<br>Option                                     | \$ 15.4                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/07/2002                                                          | 02/07/2012         | Common<br>Stock | 30,000                              |
| Stock<br>Option                                     | \$ 14                                                                 |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/01/2003                                                          | 05/01/2013         | Common<br>Stock | 21,818                              |
| Stock<br>Option                                     | \$ 18.25                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 08/05/2004                                                          | 08/05/2014         | Common<br>Stock | 4,830                               |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| OROURKE JOHN G<br>ONE PARK PLACE, SUITE 700<br>621 NW 53RD STREET<br>BOCA RATON, FL 33487 | SVP & Chief Financial Officer    |

## Signatures

/s/ John G. O'Rourke By: Kenneth J. Mendell as  
Attorney-in-Fact

08/14/2006

\_\_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).

Pursuant to The GEO Group, Inc.'s final prospectus supplement dated June 6, 2006, a voluntary "Option Cash-Out Agreement" dated August 11, 2006, by and between the Company and the Optionee, cancels these options in consideration of a "Cash-Out Payment" equal (1) to the aggregate product of the total number of shares of common stock subject to each option and the excess, if any, of the fair market value of the common stock over the exercise price of each option. The fair market value of the common stock, \$42.17, is the NYSE closing price of the common stock on August 11, 2006, the date of the "Option Cash-Out Agreement".

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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