

GEO GROUP INC  
Form 4/A  
October 31, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**ZOLEY GEORGE C**

(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)  
**10/29/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**10/31/2008**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/29/2008		M	30,000 A \$ 2.8125	30,000	D	
Restricted Stock					154,982	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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: GEO GROUP INC - Form 4/A

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 2.8125	10/29/2008		M	30,000	02/16/2000 02/16/2010	Common Stock 30,000
Stock Option	\$ 3.1					02/08/2001 02/08/2011	Common Stock 210,000
Stock Option	\$ 5.1334					02/07/2002 02/07/2012	Common Stock 225,000
Stock Option	\$ 3.17					02/12/2003 02/12/2013	Common Stock 63,819
Stock Option	\$ 4.6667					05/01/2003 05/01/2013	Common Stock 163,635
Stock Option	\$ 6.0834					08/05/2004 08/05/2014	Common Stock 28,455
Stock Option	\$ 7.51					03/02/2006 03/02/2016	Common Stock 29,601

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOLEY GEORGE C ONE PARK PLACE, SUITE 700 621 NW 53RD STREET BOCA RATON, FL 33487	X		Chairman & CEO	

## Signatures

John J. Bulfin, as Attorney-in-Fact for George C. Zoley  
 10/31/2008  
 \*\*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).

**Remarks:**

this amendment is filed to change disposed to acquired

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.