

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2011-11-07** | Period of Report: **2011-10-27**  
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### ISSUER

#### **GeoEye, Inc.**

CIK: **1040570** | IRS No.: **202759725** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **4899** Communications services, nec

#### Mailing Address

*2325 DULLES CORNER BLVD  
HERNDON VA 20171*

#### Business Address

*2325 DULLES CORNER BLVD  
HERNDON VA 20171  
7034807500*

### REPORTING OWNER

#### **CARNS MICHAEL P C**

CIK: **1130485**  
Type: **3** | Act: **34** | File No.: **001-33015** | Film No.: **111183801**

#### Mailing Address

*966 CORAL DR  
PEBBLE BEACH CA 93953*

#### Business Address

*966 CORAL DR  
PEBBLE BEACH CA 93953  
9784366680*

OMB APPROVAL	
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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>CARNS MICHAEL P C</u> (Last) (First) (Middle) <u>2325 DULLES CORNER BLVD.</u> (Street) <u>HERNDON, VA 20171</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/27/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>GeoEye, Inc. [GEOY]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
				6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>No securities beneficially owned</u>	<u>0</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Signatures**

/s/ Kathleen Guerere, attorney in fact

\*\* Signature of Reporting Person

11/07/2011

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.**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitute and appoint each and any of William L. Warren, Daniel J. Connors, Jr. and Kathleen Guerere, his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of GeoEye, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID and timely file such forms including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

This power of attorney shall remain in effect until the undersigned is no longer required to file forms of report with respect to securities of GeoEye, Inc. under Section 16(a) of the Securities Exchange Act of 1934, as amended, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. Effective as of the date of this power of attorney, the undersigned hereby revokes any and all earlier-dated powers of attorney given by the undersigned with respect to reporting under said Section 16(a).

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the date set forth below.

Name:           /s/ Michael PC Carns  
Title:           Director

Date: 07 Nov 2011