

CORRECTIONS CORP OF AMERICA

Form 4

January 24, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FERGUSON JOHN D

2. Issuer Name **and** Ticker or Trading
Symbol
CORRECTIONS CORP OF
AMERICA [CXW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
10 BURTON HILLS BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2008

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

NASHVILLE, TN 37215

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 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
CXW Common Stock	05/15/2007		G	V	40,000	D	\$ 0 190,554
CXW Common Stock	11/21/2007		G	V	20,000	D	\$ 0 170,554
CXW Common Stock							540,386 I

By
Ferguson
Revocable
Living
Trust

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CXW Common Stock	01/22/2008	M	18,000	A	\$ 5.7	188,554	D
CXW Common Stock	01/22/2008	S	234	D	\$ 24.96	188,320	D
CXW Common Stock	01/22/2008	S	636	D	\$ 24.98	187,684	D
CXW Common Stock	01/22/2008	S	2,188	D	\$ 24.99	185,496	D
CXW Common Stock	01/22/2008	S	1,370	D	\$ 25	184,126	D
CXW Common Stock	01/22/2008	S	602	D	\$ 25.01	183,524	D
CXW Common Stock	01/22/2008	S	360	D	\$ 25.02	186,564	D
CXW Common Stock	01/22/2008	S	473	D	\$ 25.04	181,886	D
CXW Common Stock	01/22/2008	S	702	D	\$ 25.07	181,184	D
CXW Common Stock	01/22/2008	S	234	D	\$ 25.09	180,950	D
CXW Common Stock	01/22/2008	S	234	D	\$ 25.1	180,716	D
CXW Common Stock	01/22/2008	S	234	D	\$ 25.11	180,482	D
CXW Common Stock	01/22/2008	S	836	D	\$ 25.12	179,646	D
CXW Common Stock	01/22/2008	S	568	D	\$ 25.13	179,078	D
CXW Common	01/22/2008	S	408	D	\$ 25.14	178,610	D

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Stock

CXW Common Stock	01/22/2008	P	602	D	\$ 25.15	178,008	D
CXW Common Stock	01/22/2008	S	100	D	\$ 25.16	177,908	D
CXW Common Stock	01/22/2008	S	234	D	\$ 25.18	177,674	D
CXW Common Stock	01/22/2008	S	468	D	\$ 25.2	177,206	D
CXW Common Stock	01/22/2008	S	234	D	\$ 25.21	176,972	D
CXW Common Stock	01/22/2008	S	702	D	\$ 25.22	176,270	D
CXW Common Stock	01/22/2008	S	468	D	\$ 25.23	175,802	D
CXW Common Stock	01/22/2008	S	234	D	\$ 25.24	175,568	D
CXW Common Stock	01/22/2008	S	402	D	\$ 25.25	175,166	D
CXW Common Stock	01/22/2008	S	902	D	\$ 25.26	174,264	D
CXW Common Stock	01/22/2008	S	100	D	\$ 25.28	174,164	D
CXW Common Stock	01/22/2008	S	234	D	\$ 25.3	173,930	D

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

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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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 5.7	01/22/2008		M	18,000	02/14/2005 ⁽¹⁾ 02/14/2012	CXW Common Stock 18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON JOHN D 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215	X		President and CEO	

Signatures

Scott L. Craddock, Attorney
In Fact 01/24/2008

__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).
- (1) Option vested in 1/3 increments and became fully vested on stated date.

Remarks:

Form 1 of 2 reporting partial exercise of employee stock option and sale of shares acquired through exercise pursuant to Rule

All ownership figures in Column 5 of Table I include 3,390 shares beneficially owned through the company's 401(k) plan, as updated to reflect the most recent plan statement.

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