

FERGUSON JOHN D
Form 4
March 23, 2010

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 *
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)
02/25/2010

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

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 (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 | (A) or (D) | Price | | |
| CXW Common Stock | 02/25/2010 | | G | V | 1,381 | D | \$ 0 55,040 | D | |
| CXW Common Stock | 02/25/2010 | | G | V | 1,381 | A | \$ 0 717,619 ⁽¹⁾ | I | By Ferguson Revocable Living Trust |
| CXW Common Stock | 03/22/2010 | | S ⁽²⁾ | | 15,000 | D | \$ 19.51 687,619 | I | By Ferguson Revocable Living |

| | | | | | | | | |
|------------------------|------------|------|-------|---|-------------|---------|---|--|
| CXW Common Stock | 03/22/2010 | S(2) | 5,000 | D | \$ 19.51 | 31,052 | I | Trust By Ferguson Family Trust |
| CXW Common Stock | | | | | | 137,661 | I | By Ferguson Financial LLC |

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.

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(9-02)

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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| FERGUSON JOHN D 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215 | X | | Chairman | |

Signatures

Scott L. Craddock, Attorney
In Fact

03/23/2010

__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).
Number reflects number of shares held by Ferguson Revocable Living Trust immediately following reported acquisition by trust on transfer of shares from the reporting person. Number does not reflect subsequent sale of 15,000 shares by the trust on 3/8/2010, which
(1) was reported on a Form 4 filed on 3/9/2010. The 3/8/2010 sale is reflected in the number reported in this column with respect to the sale on 3/22/2010, as reported in this Form 4.
(2) Sale of shares pursuant to 10b5-1 trading plan.

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.