

GROOM STEVE E
Form 4
February 27, 2013

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 *
GROOM STEVE E

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 BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, GENERAL COUNSEL & SECRETARY

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 | 02/25/2013 | | M | | 2,700 A \$ 26.53 | 43,151 ⁽¹⁾ | D |
| CXW Common Stock | 02/25/2013 | | S | | 2,700 D \$ 37.5753 | 40,451 ⁽¹⁾ | D |
| CXW Common Stock | 02/26/2013 | | M | | 8,708 A \$ 26.53 | 49,159 ⁽¹⁾ | D |
| CXW Common | 02/26/2013 | | M | | 7,292 A \$ 26.71 | 56,451 ⁽¹⁾ | D |

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Stock

CXW

Common 02/26/2013 S 16,000 D \$ 37.8485 40,451 ⁽¹⁾ D
 Stock

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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 26.53 | 02/25/2013 | | M | 2,700 | 02/16/2011 02/16/2017 | CXW Common Stock | 2,700 | |
| Employee Stock Option (Right to Buy) | \$ 26.53 | 02/26/2013 | | M | 8,708 | 02/16/2011 02/16/2017 | CXW Common Stock | 8,708 | |
| Employee Stock Option (Right to Buy) | \$ 26.71 | 02/26/2013 | | M | 7,292 | 02/20/2012 02/20/2018 | CXW Common Stock | 7,292 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GROOM STEVE E
10 BURTON HILLS BLVD
NASHVILLE, TN 37215

EVP, GENERAL
COUNSEL &
SECRETARY

Signatures

Scott L. Craddock, Attorney
in Fact

02/27/2016

__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) Includes 19862 restricted stock units, each representing a contingent right to receive one share of issuer common stock.

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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