

GROOM STEVE E  
Form 4  
March 01, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
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)  
02/27/2013

\_\_\_\_ 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  | (D)  | Price   |
| CXW Common Stock                | 02/27/2013                           |  | A <sup>(1)</sup>               |   | 10,026  | A  | \$ 0  |
|                                 |                                      |  |                                |   | 50,477  | D  | <sup>(2)</sup>  |
| CXW Common Stock                | 02/27/2013                           |  | F <sup>(3)</sup>               |   | 3,026   | D  | \$ 38.11  |
|                                 |                                      |  |                                |   | 47,451  | D  | <sup>(2)</sup>  |
| CXW Common Stock                | 02/27/2013                           |  | M                              |   | 12,373  | A  | \$ 10.73  |
|                                 |                                      |  |                                |   | 59,824  | D  | <sup>(2)</sup>  |
| CXW Common                      | 02/27/2013                           |  | M                              |   | 6,327   | A  | \$ 26.71  |
|                                 |                                      |  |                                |   | 66,151  | D  | <sup>(2)</sup>  |

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|                        |            |  |   |        |   |               |                       |   |
|------------------------|------------|--|---|--------|---|---------------|-----------------------|---|
| Stock                  |            |  |   |        |   |               |                       |   |
| CXW<br>Common<br>Stock | 02/27/2013 |  | S | 18,700 | D | \$ 38.081     | 47,451 <sup>(2)</sup> | D |
| CXW<br>Common<br>Stock | 02/28/2013 |  | M | 2,949  | A | \$ 10.73      | 50,400 <sup>(2)</sup> | D |
| CXW<br>Common<br>Stock | 02/28/2013 |  | M | 12,369 | A | \$ 20.65      | 62,769 <sup>(2)</sup> | D |
| CXW<br>Common<br>Stock | 02/28/2013 |  | M | 3,382  | A | \$ 21         | 66,151 <sup>(2)</sup> | D |
| CXW<br>Common<br>Stock | 02/28/2013 |  | S | 18,700 | D | \$<br>38.2793 | 47,451 <sup>(2)</sup> | D |

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

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SEC 1474  
(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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 10.73   | 02/27/2013                           |  | M                              | 12,373  | 02/18/2012 02/18/2019                                    | CXW<br>Common<br>Stock  | 12,373 |                            |
| Employee Stock Option (Right to Buy)       | \$ 26.71   | 02/27/2013                           |  | M                              | 6,327   | 02/20/2011 02/20/2018                                    | CXW<br>Common<br>Stock  | 6,327  |                            |

|  |          |            |   |        |            |            |                        |        |
|--|----------|------------|---|--------|------------|------------|------------------------|--------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 10.73 | 02/28/2013 | M | 2,949  | 02/18/2012 | 02/18/2019 | CXW<br>Common<br>Stock | 2,949  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 20.65 | 02/28/2013 | M | 12,369 | 02/18/2013 | 02/18/2020 | CXW<br>Common<br>Stock | 12,369 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 21    | 02/28/2013 | M | 3,382  | 08/11/2012 | 08/11/2020 | CXW<br>Common<br>Stock | 3,382  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |  |       |
|--|---------------|-----------|--|-------|
|  | Director      | 10% Owner | Officer                                | Other |
| GROOM STEVE E<br>10 BURTON HILLS BLVD<br>NASHVILLE, TN 37215 |               |           | EVP, GENERAL<br>COUNSEL &<br>SECRETARY |       |

## Signatures

Scott L. Craddock, Attorney  
in Fact

03/01/2013

\*\*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) Shares acquired as a result of vesting of restricted stock units granted to the reporting person in 2010 and 2011.
- (2) Includes 19892 restricted stock units, each representing a contingent right to receive one share of issuer common stock.
- (3) Shares forfeited for tax withholding in connection with vesting of restricted stock units.

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