

FERGUSON JOHN D
Form 4
December 08, 2009

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)
03/10/2009

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	(D)	Price			
CXW Common Stock	11/20/2009		G	V	40,000	D	\$ 0	61,387 ⁽¹⁾	D	
CXW Common Stock	12/04/2009		M		120,000	A	\$ 9.99	120,000	I	By John Ferguson Family Trust
CXW Common Stock	12/04/2009		F ⁽²⁾		73,948	D	\$ 25.22	46,052	I	By John Ferguson Family Trust

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CXW Common Stock	12/04/2009	M	158,178	A	\$ 9.99	158,178	I	By Ferguson Financial LLC
CXW Common Stock	12/04/2009	M	135,000	A	\$ 13.06	293,178	I	By Ferguson Financial LLC
CXW Common Stock	12/04/2009	M	129,000	A	\$ 14.27	422,178	I	By Ferguson Financial LLC
CXW Common Stock	12/04/2009	F ⁽²⁾	284,517	D	\$ 25.22	137,661	I	By Ferguson Financial LLC
CXW Common Stock						731,238	I	By Ferguson Revocable Living Trust

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 9.99	03/10/2009		G	V 120,000	02/17/2007	02/17/2014	CXW Common Stock
Employee Stock Option (Right to	\$ 9.99	03/10/2009		G	V 120,000	02/17/2007	02/17/2014	CXW Common Stock

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Buy)									
Employee Stock Option (Right to Buy)	\$ 9.99	09/18/2009	G	V	158,178	02/17/2007	02/17/2014	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 9.99	09/18/2009	G	V	158,178	02/17/2007	02/17/2014	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 13.06	09/18/2009	G	V	135,000	02/16/2008	02/16/2015	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 13.06	09/18/2009	G	V	135,000	02/16/2008	02/16/2015	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 14.27	09/18/2009	G	V	129,000	02/15/2009	02/15/2016	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 14.27	09/18/2009	G	V	129,000	02/15/2009	02/15/2016	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 9.99	12/04/2009	M		120,000	02/17/2007	02/17/2014	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 9.99	12/04/2009	M		158,178	02/17/2007	02/17/2014	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 13.06	12/04/2009	M		135,000	02/16/2008	02/16/2015	CXW Common Stock	

Employee Stock Option (Right to Buy)	\$ 14.27	12/04/2009	M	129,000	02/15/2009	02/15/2016	CXW Common Stock
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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 Craddock, Attorney in Fact	12/08/2009
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__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 3,420 shares beneficially owned through company 401(k) benefit plan, as updated to reflect the most recent plan statement for the reporting person.
 - (2) Shares withheld by the company to pay the exercise price and tax withholding in connection with option exercise.

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.