

CORRECTIONS CORP OF AMERICA

Form 4

October 24, 2007

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)
10/22/2007

☐ 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 (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					540,386	I	By Ferguson Revocable Living Trust
CXW Common Stock	10/22/2007		M		18,000	A	\$ 5.58 248,560 D
CXW Common Stock	10/22/2007		S		100	D	\$ 26.05 248,460 D

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CXW Common Stock	10/22/2007	S	100	D	\$ 26.1	248,360	D
CXW Common Stock	10/22/2007	S	400	D	\$ 26.2	247,960	D
CXW Common Stock	10/22/2007	S	600	D	\$ 26.37	247,360	D
CXW Common Stock	10/22/2007	S	200	D	\$ 26.39	247,160	D
CXW Common Stock	10/22/2007	S	300	D	\$ 26.4	246,860	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.422	246,760	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.43	246,660	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.45	246,560	D
CXW Common Stock	10/22/2007	S	200	D	\$ 26.46	246,360	D
CXW Common Stock	10/22/2007	S	200	D	\$ 26.47	246,160	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.482	246,060	D
CXW Common Stock	10/22/2007	S	200	D	\$ 26.483	245,860	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.484	245,760	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.492	245,660	D
CXW Common	10/22/2007	S	700	D	\$ 26.5	244,960	D

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Stock

CXW Common Stock	10/22/2007	S	200	D	\$ 26.501	244,760	D
CXW Common Stock	10/22/2007	S	300	D	\$ 26.52	244,460	D
CXW Common Stock	10/22/2007	S	200	D	\$ 26.53	244,260	D
CXW Common Stock	10/22/2007	S	200	D	\$ 26.532	244,060	D
CXW Common Stock	10/22/2007	S	400	D	\$ 26.542	243,660	D
CXW Common Stock	10/22/2007	S	600	D	\$ 26.55	243,060	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.551	242,960	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.561	242,860	D
CXW Common Stock	10/22/2007	S	300	D	\$ 26.57	242,560	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.573	242,460	D
CXW Common Stock	10/22/2007	S	100	D	\$ 26.582	242,360	D
CXW Common Stock	10/22/2007	S	300	D	\$ 26.62	242,060	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)	\$ 5.58	10/22/2007		M	18,000	02/12/2006 ⁽¹⁾ 02/12/2013	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 10/24/2007

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 as of stated date.

Remarks:

Form 1 of 3 filed on 10/24/2007 to report transactions on 10/22/2007 by reporting person to effect the partial exercise of employee stock options.

All ownership figures in Column 5 of Table I include 3,396 shares beneficially owned through the company's 401(k) plan, as updated by the company's 401(k) plan administrator.

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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