

CORRECTIONS CORP OF AMERICA

Form 4

January 10, 2008

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

OMB
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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)
01/08/2008

☐ 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Code V Amount Price | 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|---|---|
| CWX Common Stock | | | | | 540,386 | I | By Ferguson Revocable Living Trust |
| CWX Common Stock | 01/08/2008 | | M | 8,178 A \$ 5.58 | 238,738 | D | |
| CWX Common Stock | 01/08/2008 | | M | 9,822 A \$ 5.7 | 248,560 | D | |

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| | | | | | | | |
|------------------------|------------|---|-------|---|--------------|---------|---|
| CWX Common Stock | 01/08/2008 | S | 300 | D | \$ 27.49 | 248,260 | D |
| CWX Common Stock | 01/08/2008 | S | 200 | D | \$ 27.5 | 248,060 | D |
| CWX Common Stock | 01/08/2008 | S | 900 | D | \$ 27.51 | 247,160 | D |
| CWX Common Stock | 01/08/2008 | S | 200 | D | \$ 27.53 | 246,960 | D |
| CWX Common Stock | 01/08/2008 | S | 400 | D | \$ 27.54 | 246,560 | D |
| CWX Common Stock | 01/08/2008 | S | 200 | D | \$ 27.55 | 246,360 | D |
| CWX Common Stock | 01/08/2008 | S | 800 | D | \$ 27.56 | 245,560 | D |
| CWX Common Stock | 01/08/2008 | S | 700 | D | \$ 27.57 | 244,860 | D |
| CWX Common Stock | 01/08/2008 | S | 1,200 | D | \$ 27.58 | 243,660 | D |
| CWX Common Stock | 01/08/2008 | S | 300 | D | \$ 27.587 | 243,360 | D |
| CWX Common Stock | 01/08/2008 | S | 400 | D | \$ 27.59 | 242,960 | D |
| CWX Common Stock | 01/08/2008 | S | 900 | D | \$ 27.6 | 242,060 | D |
| CWX Common Stock | 01/08/2008 | S | 300 | D | \$ 27.603 | 241,760 | D |
| CWX Common Stock | 01/08/2008 | S | 600 | D | \$ 27.61 | 241,160 | D |
| CWX Common | 01/08/2008 | S | 300 | D | \$ 27.613 | 240,860 | D |

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Stock

CWX

| | | | | | | | |
|--------|------------|---|-------|---|----------|---------|---|
| Common | 01/08/2008 | S | 1,700 | D | \$ 27.62 | 239,160 | D |
|--------|------------|---|-------|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-----|---|----------|---------|---|
| Common | 01/08/2008 | S | 900 | D | \$ 27.63 | 238,260 | D |
|--------|------------|---|-----|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-----|---|----------|---------|---|
| Common | 01/08/2008 | S | 900 | D | \$ 27.64 | 237,360 | D |
|--------|------------|---|-----|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-------|---|----------|---------|---|
| Common | 01/08/2008 | S | 1,000 | D | \$ 27.65 | 236,360 | D |
|--------|------------|---|-------|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-----|---|----------|---------|---|
| Common | 01/08/2008 | S | 600 | D | \$ 27.66 | 235,760 | D |
|--------|------------|---|-----|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-------|---|----------|---------|---|
| Common | 01/08/2008 | S | 2,100 | D | \$ 27.67 | 233,660 | D |
|--------|------------|---|-------|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-----|---|----------|---------|---|
| Common | 01/08/2008 | S | 700 | D | \$ 27.68 | 232,960 | D |
|--------|------------|---|-----|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-------|---|----------|---------|---|
| Common | 01/08/2008 | S | 1,300 | D | \$ 27.69 | 231,660 | D |
|--------|------------|---|-------|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-----|---|-----------|---------|---|
| Common | 01/08/2008 | S | 300 | D | \$ 27.707 | 231,360 | D |
|--------|------------|---|-----|---|-----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-----|---|----------|---------|---|
| Common | 01/08/2008 | S | 400 | D | \$ 27.71 | 230,960 | D |
|--------|------------|---|-----|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-----|---|----------|---------|---|
| Common | 01/08/2008 | S | 200 | D | \$ 27.72 | 230,760 | D |
|--------|------------|---|-----|---|----------|---------|---|

Stock

CWX

| | | | | | | | |
|--------|------------|---|-----|---|----------|---------|---|
| Common | 01/08/2008 | S | 200 | D | \$ 27.74 | 230,560 | D |
|--------|------------|---|-----|---|----------|---------|---|

Stock

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

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(9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 5.58 | 01/08/2008 | | M | 8,178 | 02/12/2006 ⁽¹⁾ 02/12/2013 | CXW Common Stock | 8,178 |
| Employee Stock Option (Right to Buy) | \$ 5.7 | 01/08/2008 | | M | 9,822 | 02/14/2005 ⁽¹⁾ 02/14/2012 | CXW Commons Stock | 9,822 |

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 01/10/2008

**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 reports exercise of employee stock options and sale of shares acquired through exercise pursuant to a Rule 10b5-1 trading plan.

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

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