FERGUSON JOHN D

Form 4 May 12, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

FERGUSON JOHN D

Symbol **CORRECTIONS CORP OF** 

(Check all applicable)

AMERICA [CXW]

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner

Chairman

(Month/Day/Year)

X\_ Officer (give title Other (specify below) below)

05/10/2010

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

Person

10 BURTON HILLS BOULEVARD

(First)

(Street) 4. If Amendment, Date Original

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NASHVILLE, TN 37215

(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. Transactic Code (Instr. 8)	4. Securities oner Dispose (Instr. 3, 4	d of (I	<b>)</b> )	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)
CXW Common Stock	05/10/2010		S(1)	5,000	D	\$ 19.84	16,052	I	Ferguson Family Trust
CXW Common Stock	05/10/2010		S <u>(1)</u>	15,000	D	\$ 19.84	653,679	I	Ferguson Revocable Living Trust
CXW Common Stock	05/11/2010		S(2)	137,661	D	\$ 20.12	137,661	I	Ferguson Financial, LLC
	05/11/2010		S(2)	137,661	A		16,052	I	

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CXW \$ Ferguson
Common 20.12 Family
Stock Trust

CXW

Common 43,990 (3) D

Stock

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Shares

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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of		

Code V (A) (D)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

FERGUSON JOHN D

10 BURTON HILLS BOULEVARD X Chairman

NASHVILLE, TN 37215

# **Signatures**

Scott Craddock, Attorney o5/12/2010 in Fact

\*\*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).

Reporting Owners 2

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- (1) Shares sold pursuant to 10b5-1 trading plan.
  - The reported securities are held by Ferguson Financial LLC, a limited liability company of which the reporting person is the sole member with governance and voting rights. As part of the reporting person's estate plan, he has transferred an ownership interest in the LLC,
- (2) which consists solely of financial rights, to the trust in consideration for the fair market value of the transferred interest in the LLC. The reported securities continue to be held by the LLC after the reported transaction, and the reporting person continues to hold all of the governance and voting rights in the LLC.
- (3) Includes 3,430 shares beneficially owned through the company's 401(k) benefit plan, as updated to reflect the most recent plan statement for the reporting person.

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.