

FERGUSON JOHN D  
Form 4  
September 01, 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)  
02/25/2009

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                | 02/25/2009                           |                                                    | G                              | V                                                                 | 22,296                                                                                        | D                                                        | \$ 0                                                  |
|                                 |                                      |                                                    |                                |                                                                   | 101,406 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| CXW Common Stock                | 02/25/2009                           |                                                    | G                              | V                                                                 | 22,296                                                                                        | A                                                        | \$ 0                                                  |
|                                 |                                      |                                                    |                                |                                                                   | 609,793                                                                                       | I                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | Ferguson Revocable Living Trust                       |
| CXW Common Stock                | 08/31/2009                           |                                                    | M                              |                                                                   | 376,620                                                                                       | A                                                        | \$ 9.96                                               |
|                                 | 08/31/2009                           |                                                    | F <sup>(2)</sup>               |                                                                   | 255,175                                                                                       | D                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   | 478,026                                                                                       | D                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   | 222,851                                                                                       | D                                                        |                                                       |

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|                        |            |  |   |   |         |    |      |         |       |                                          |
|------------------------|------------|--|---|---|---------|----|------|---------|-------|------------------------------------------|
| CXW<br>Common<br>Stock |            |  |   |   |         | \$ |      |         | 20.22 |                                          |
| CXW<br>Common<br>Stock | 08/31/2009 |  | G | V | 121,445 | D  | \$ 0 | 101,406 | D     |                                          |
| CXW<br>Common<br>Stock | 08/31/2009 |  | G | V | 121,445 | A  | \$ 0 | 731,238 | I     | Ferguson<br>Revocable<br>Living<br>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 Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Employee Stock Option (Right to Buy)       | \$ 9.96                                                | 08/31/2009                           |                                                    | M                              | 376,260                                                                                 | 08/04/2003 08/04/2010                                    | CXW Common Stock 376,6                                        |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |          |       |
|---------------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                                     | Director      | 10% Owner | Officer  | Other |
| FERGUSON JOHN D<br>10 BURTON HILLS BOULEVARD<br>NASHVILLE, TN 37215 | X             |           | Chairman |       |

## Signatures

Scott Craddock, Attorney  
In Fact 09/01/2009

\_\_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 3,439 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 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.

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