

FERGUSON JOHN D

Form 4

December 12, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2007

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

NASHVILLE, TN 37215

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| CXW<br>Common<br>Stock                |                                         |                                                             |                                      |                                                                         | 540,386                                                                                                            | I                                                                       | By<br>Ferguson<br>Revocable<br>Living<br>Trust                    |
| CXW<br>Common<br>Stock                | 12/10/2007                              |                                                             | M                                    |                                                                         | 18,000                                                                                                             | A                                                                       | \$ 5.58 248,560 D                                                 |
| CXW<br>Common<br>Stock                | 12/10/2007                              |                                                             | S                                    |                                                                         | 400                                                                                                                | D                                                                       | \$ 30.763 248,160 D                                               |

Edgar Filing: FERGUSON JOHN D - Form 4

|                        |            |   |       |   |              |         |   |
|------------------------|------------|---|-------|---|--------------|---------|---|
| CXW<br>Common<br>Stock | 12/10/2007 | S | 300   | D | \$ 30.92     | 247,860 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 900   | D | \$ 30.97     | 246,960 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 900   | D | \$ 31        | 246,060 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 2,100 | D | \$ 31.01     | 243,960 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 600   | D | \$ 31.02     | 243,360 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 800   | D | \$ 31.03     | 242,560 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 300   | D | \$ 31.04     | 242,260 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 600   | D | \$ 31.05     | 241,660 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 300   | D | \$<br>31.057 | 241,360 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 600   | D | \$ 31.06     | 240,760 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 300   | D | \$ 31.07     | 240,460 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 600   | D | \$ 31.09     | 239,860 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 300   | D | \$ 31.11     | 239,560 | D |
| CXW<br>Common<br>Stock | 12/10/2007 | S | 300   | D | \$ 31.12     | 239,260 | D |
| CXW<br>Common          | 12/10/2007 | S | 600   | D | \$ 31.13     | 238,660 | D |

Edgar Filing: FERGUSON JOHN D - Form 4

Stock

CXW

Common 12/10/2007

S 600 D \$ 31.14 238,060 D

Stock

CXW

Common 12/10/2007

S 900 D \$ 31.15 237,160 D

Stock

CXW

Common 12/10/2007

S 300 D \$ 31.16 236,860 D

Stock

CXW

Common 12/10/2007

S 600 D \$ 31.17 236,260 D

Stock

CXW

Common 12/10/2007

S 600 D \$ 31.19 235,660 D

Stock

CXW

Common 12/10/2007

S 300 D \$ 31.2 235,360 D

Stock

CXW

Common 12/10/2007

S 300 D \$ 31.21 235,060 D

Stock

CXW

Common 12/10/2007

S 300 D \$ 31.24 234,760 D

Stock

CXW

Common 12/10/2007

S 600 D \$ 31.25 234,160 D

Stock

CXW

Common 12/10/2007

S 300 D \$ 31.28 233,860 D

Stock

CXW

Common 12/10/2007

S 300 D \$ 31.33 233,560 D

Stock

CXW

Common 12/10/2007

S 600 D \$ 31.35 232,960 D

Stock

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.**

SEC 1474  
(9-02)

# Edgar Filing: FERGUSON JOHN D - Form 4

**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                                                | 12/10/2007                           |                                                    | M                              | 18,000                                                                                  | 02/12/2006 <sup>(1)</sup> 02/12/2013                     | CXW Common Stock 18,000                                     |

## 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             |           | President and CEO |       |

## Signatures

Scott L. Craddock, Attorney in Fact  
12/12/2007

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 2 reporting exercise of employee stock options and sale of shares acquired through exercise pursuant to a Rule 10b5

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