

FERGUSON JOHN D  
Form 4  
December 08, 2009

**FORM 4**

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

OMB APPROVAL

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**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)  
03/10/2009

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	11/20/2009		G	V	40,000	D	\$ 0	61,387 <sup>(1)</sup>	D	
CXW Common Stock	12/04/2009		M		120,000	A	\$ 9.99	120,000	I	By John Ferguson Family Trust
CXW Common Stock	12/04/2009		F <sup>(2)</sup>		73,948	D	\$ 25.22	46,052	I	By John Ferguson Family Trust

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CXW Common Stock	12/04/2009	M	158,178	A	\$ 9.99	158,178	I	By Ferguson Financial LLC
CXW Common Stock	12/04/2009	M	135,000	A	\$ 13.06	293,178	I	By Ferguson Financial LLC
CXW Common Stock	12/04/2009	M	129,000	A	\$ 14.27	422,178	I	By Ferguson Financial LLC
CXW Common Stock	12/04/2009	F <sup>(2)</sup>	284,517	D	\$ 25.22	137,661	I	By Ferguson Financial LLC
CXW Common Stock						731,238	I	By Ferguson Revocable Living 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 A Underlying S (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 9.99	03/10/2009		G	V 120,000	02/17/2007	02/17/2014	CXW Common Stock
Employee Stock Option (Right to	\$ 9.99	03/10/2009		G	V 120,000	02/17/2007	02/17/2014	CXW Common Stock

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Buy)									
Employee Stock Option (Right to Buy)	\$ 9.99	09/18/2009	G	V	158,178	02/17/2007	02/17/2014	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 9.99	09/18/2009	G	V	158,178	02/17/2007	02/17/2014	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 13.06	09/18/2009	G	V	135,000	02/16/2008	02/16/2015	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 13.06	09/18/2009	G	V	135,000	02/16/2008	02/16/2015	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 14.27	09/18/2009	G	V	129,000	02/15/2009	02/15/2016	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 14.27	09/18/2009	G	V	129,000	02/15/2009	02/15/2016	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 9.99	12/04/2009	M		120,000	02/17/2007	02/17/2014	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 9.99	12/04/2009	M		158,178	02/17/2007	02/17/2014	CXW Common Stock	
Employee Stock Option (Right to Buy)	\$ 13.06	12/04/2009	M		135,000	02/16/2008	02/16/2015	CXW Common Stock	

