

GROOM STEVE E
Form 4
March 05, 2013

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 *
GROOM STEVE E

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 BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, GENERAL COUNSEL & SECRETARY

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	03/01/2013		M		13,278	A	\$ 21
					60,729	(1)	D
CXW Common Stock	03/01/2013		M		5,422	A	\$ 24.42
					66,151	(1)	D
CXW Common Stock	03/01/2013		S		18,700	D	\$ 37.2812
					47,451	(1)	D
CXW Common	03/04/2013		M		18,707	A	\$ 24.42
					66,158	(1)	D

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Stock

CXW

Common 03/04/2013 S 18,707 D \$ 37.5936 47,451 ⁽¹⁾ D
Stock

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

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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)	\$ 21	03/01/2013		M	13,278	08/11/2012 08/11/2020	CXW Common Stock	13,278
Employee Stock Option (right to buy)	\$ 24.42	03/01/2013		M	5,422	02/23/2013 02/23/2021	CXW Common Stock	5,422
Employee Stock Option (Right to Buy)	\$ 24.42	03/04/2013		M	18,707	02/23/2013 02/23/2021	CXW Common Stock	18,707

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROOM STEVE E 10 BURTON HILLS BLVD			EVP, GENERAL COUNSEL &	

NASHVILLE, TN 37215

SECRET

Signatures

Scott L. Craddock, Attorney
in Fact

03/05/2013

__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 19892 restricted stock units, each representing a contingent right to receive one share of issuer common stock.

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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