FERGUSON JOHN D

Form 4

December 08, 2009

FORM 4

Check this box

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287 Number:

Washington, D.C. 20549

January 31,

2005

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

Expires:

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

FERGUSON JOHN D

Symbol

(Check all applicable)

CORRECTIONS CORP OF

AMERICA [CXW]

_X__ Director 10% Owner

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

_ Other (specify X_ Officer (give title below)

10 BURTON HILLS BOULEVARD 03/10/2009 below) Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NASHVILLE, TN 37215

(City)	(State)	(Zip) Tab	lly Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 8	8)	4. Securitie nor Disposec (Instr. 3, 4 a	d of (D	` ′	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	11/20/2009		G	V	40,000	D	\$0	61,387 (1)	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(2)		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(2)	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.

SEC 1474

(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. Trans: Code (Instr.		5. Number of inDerivative 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				0000	·	()	(2)			CVIVI
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	15	58,178		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	13:	35,000		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	12	29,000		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

Employee

Stock **CXW** Option \$ 14.27 12/04/2009 M 129,000 02/15/2009 02/15/2016 Common

Stock

(Right to Buy)

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

FERGUSON JOHN D

10 BURTON HILLS BOULEVARD X Chairman

NASHVILLE, TN 37215

Signatures

Scott Craddock, Attorney 12/08/2009 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).
- Includes 3,420 shares beneficially owned through company 401(k) benefit plan, as updated to reflect the most recent plan statement for **(1)** the reporting person.
- (2) Shares withheld by the company to pay the 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. 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.

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