

FERGUSON JOHN D
Form 4
December 12, 2007

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)
12/10/2007

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| CXW Common Stock | | | | | 540,386 | I | By Ferguson Revocable Living Trust |
| CXW Common Stock | 12/10/2007 | | M | | 18,000 | A | \$ 5.58 248,560 |
| CXW Common Stock | 12/10/2007 | | S | | 400 | D | \$ 30.763 248,160 |

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

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| | | | | | | | | |
|------------------------|------------|---|-----|---|----------|---------|--|---|
| Stock | | | | | | | | |
| CXW Common Stock | 12/10/2007 | S | 600 | D | \$ 31.14 | 238,060 | | D |
| CXW Common Stock | 12/10/2007 | S | 900 | D | \$ 31.15 | 237,160 | | D |
| CXW Common Stock | 12/10/2007 | S | 300 | D | \$ 31.16 | 236,860 | | D |
| CXW Common Stock | 12/10/2007 | S | 600 | D | \$ 31.17 | 236,260 | | D |
| CXW Common Stock | 12/10/2007 | S | 600 | D | \$ 31.19 | 235,660 | | D |
| CXW Common Stock | 12/10/2007 | S | 300 | D | \$ 31.2 | 235,360 | | D |
| CXW Common Stock | 12/10/2007 | S | 300 | D | \$ 31.21 | 235,060 | | D |
| CXW Common Stock | 12/10/2007 | S | 300 | D | \$ 31.24 | 234,760 | | D |
| CXW Common Stock | 12/10/2007 | S | 600 | D | \$ 31.25 | 234,160 | | D |
| CXW Common Stock | 12/10/2007 | S | 300 | D | \$ 31.28 | 233,860 | | D |
| CXW Common Stock | 12/10/2007 | S | 300 | D | \$ 31.33 | 233,560 | | D |
| CXW Common Stock | 12/10/2007 | S | 600 | D | \$ 31.35 | 232,960 | | D |

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

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(9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 5.58 | 12/10/2007 | | M | 18,000 | 02/12/2006 ⁽¹⁾ 02/12/2013 | CXW Common Stock 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FERGUSON JOHN D 10 BURTON HILLS BOULEVARD 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
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