

## CORRECTIONS CORP OF AMERICA

Form 4

November 12, 2008

**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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2008

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman 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 Indirect Beneficial Ownership (Instr. 4)
CXW Common Stock	11/10/2008		M	18,000 A	\$ 5.7 178,697 <sup>(1)</sup>	D	
CXW Common Stock	11/10/2008		S	9,600 D	\$ 13.7 <sup>(2)</sup> 169,097 <sup>(1)</sup>	D	
CXW Common Stock	11/10/2008		S	7,900 D	\$ 14.72 161,697 <sup>(2)</sup>	D	
CXW Common	11/10/2008		S	500 D	\$ 15.41 160,697 <sup>(2)</sup>	D	

# Edgar Filing: CORRECTIONS CORP OF AMERICA - Form 4

Stock	(2)			
CXW Common Stock		561,166	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. 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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.7	11/10/2008		M		18,000 02/14/2005 <sup>(3)</sup>	02/14/2012	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 Chairman and CEO

## Signatures

Scott Craddock, Attorney In Fact	11/12/2008
-------------------------------------	------------

          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 3,392 shares beneficially owned through the company's 401(k) plan, as updated to reflect the reporting person's most recent plan statement.  
  
The sale of shares acquired upon the exercise of options was executed in multiple trades at prices ranging from \$13.41 to \$15.41. For reporting purposes, the sales are reported in three groups: (1) 9,600 shares sold in the price range \$13.41 - \$14.40 at a weighted average sale price of \$13.70, (2) 7,900 shares sold in the price range \$14.41 - \$15.25 at a weighted average sale price of \$14.72 and (3) 500 shares sold at \$15.41. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Option vested in 1/3 increments and became fully vested on stated date.

### Remarks:

Reporting partial exercise of employee stock option and sale of shares acquired through exercise pursuant to a Rule 10b5-1 trading plan.

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.