### Edgar Filing: CORRECTIONS CORP OF AMERICA - Form 4

#### CORRECTIONS CORP OF AMERICA

Form 4 May 17, 2013

# FORM 4

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Check this box if no longer subject to

Washington, D.C. 20549

3235-0287 Number:

January 31,

Section 16. Form 4 or

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

2005 Estimated average burden hours per response... 0.5

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MARSHALL THURGOOD JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CORRECTIONS CORP OF AMERICA [CXW]

(Check all applicable)

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

X\_ Director Officer (give title below)

10% Owner Other (specify

2020 K. STREET NW

05/15/2013

(Month/Day/Year)

Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WASHINGTON, DC 20006

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

05/15/2013

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) or Amount Code V

(1)

M

Transaction(s) (Instr. 3 and 4) Price

(D) 14,105

 $32,828 \frac{(2)}{2}$ 

6.07

(1)

Α

D

Common Stock

**CXW** 

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 iorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 6.07 (1)	05/15/2013		M		14,105 (1)	05/15/2003	05/15/2013	CXW Common Stock	14,105 (1)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
MARSHALL THURGOOD JR 2020 K. STREET NW WASHINGTON, DC 20006	X					

### **Signatures**

Scott L. Craddock, Attorney o5/17/2013

\*\*Signature of Reporting Person

### **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).
- Number of options exercised / shares acquired and exercise price adjusted, as approved by the compensation committee of the issuer's board of directors, to reflect the issuance of approximately 13.88 million new shares of the issuer's common stock in connection with the payment by the issuer of a special dividend payable on May 20, 2013 to stockholders of record on April 19, 2013 in connection with its conversion to a real estate investment trust.
- (2) Includes 2706 restricted stock units, each representing a contingent right to receive one share of issuer common stock on the anniversary date of grant (February 21, 2013).

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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