

Grande Anthony L
Form 4
May 22, 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 *
Grande Anthony L

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)
05/17/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Development Officer

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	05/17/2013		M		16,808	A	\$ 20.78
					100,946	(1)	D
CXW Common Stock	05/17/2013		M		823	A	\$ 17.57
					101,769	(1)	D
CXW Common Stock	05/17/2013		M		17,631	A	\$ 22.72
					119,400	(1)	D
CXW Common	05/17/2013		S		35,262	D	\$ 39.1455
					84,138	(1)	D

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Stock								
CXW Common Stock	05/20/2013		A ⁽²⁾	4,138	A	\$ 0	88,276 ⁽³⁾	D
CXW Common Stock	05/20/2013		J ⁽⁴⁾	7,461	A	\$ 0	95,737 ⁽³⁾	D
CXW Common Stock	05/22/2013		M	14,700	A	\$ 9.13	110,437 ⁽³⁾	D
CXW Common Stock	05/22/2013		S	14,700	D	\$ 38.1579	95,737 ⁽³⁾	D

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

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(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 of 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)	\$ 20.78	05/20/2013		M	16,808	02/23/2011 02/23/2021	CXW Common Stock 16,808
Employee Stock Option (right to buy)	\$ 17.57	05/20/2013		M	823	02/18/2010 02/18/2020	CXW Common Stock 823
Employee Stock Option	\$ 22.72	05/20/2013		M	17,631	02/20/2008 02/20/2018	CXW Common Stock 17,631

(right to buy)

Employee

Stock

Option \$ 9.13 05/22/2013

M

14,700 02/18/2009 02/18/2019

CXW

Common Stock 14,700

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grande Anthony L 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215			EVP, Chief Development Officer	

Signatures

Scott L. Craddock, Attorney
in Fact

05/22/2013

**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 24154 restricted stock units, each representing a contingent right to receive one share of issuer common stock.

Represents dividend equivalent rights accrued on the reporting persons' underlying restricted stock units in conjunction with the issuer's payment of a special dividend on May 20, 2013 of \$6.63 per share of common stock. The dividend equivalent rights will be converted

(2) into, and paid in the form of, shares of the issuer's common stock on a one-for-one basis in connection with the vesting of the underlying restricted stock units to which the dividend equivalent rights relate and shall be subject to the same vesting and other restrictions as the original award.

(3) Includes 31132 restricted stock units, each representing a contingent right to receive one share of issuer common stock.

(4) On May 20, 2013, the Issuer paid a special dividend to stockholders of record on April 19, 2013. As a result of the special dividend, the reporting person received 7461 shares of common stock on May 20, 2013.

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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