

Collins Brian D
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 *
Collins Brian 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 BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief HR 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
CXW Common Stock	05/17/2013		M		13,409 A \$ 22.57	58,335 (1)	D
CXW Common Stock	05/17/2013		M		16,008 A \$ 22.72	74,343 (1)	D
CXW Common Stock	05/17/2013		M		5,845 A \$ 22.34	80,188 (1)	D
CXW Common	05/17/2013		S		35,262 D \$ 39.193	44,926 (1)	D

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Stock

CXW

Common 05/20/2013 A⁽²⁾ 3,408 A \$ 0 48,334 ⁽³⁾ D
Stock

CXW

Common 05/20/2013 J⁽⁴⁾ 3,114 A \$ 0 51,448 ⁽³⁾ D
Stock

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)	\$ 22.57	05/17/2013		M	13,409	02/16/2010 02/16/2017	CXW Common Stock	13,409	
Employee Stock Option (right to buy)	\$ 22.72	05/17/2013		M	16,008	02/20/2011 02/20/2018	CXW Common Stock	16,008	
Employee Stock Option (right to buy)	\$ 22.34	05/17/2013		M	5,845	03/16/2013 03/16/2022	CXW Common Stock	5,845	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Collins Brian D
10 BURTON HILLS BLVD
NASHVILLE, TN 37215

EVP & Chief HR 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 19892 restricted stock units, each representing a contingent right to receive one share of issuer common stock.
Represents dividend equivalent rights accrued on restricted stock units awarded to the reporting person on 02/21/2013 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
- (2) converted 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 23300 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 3114 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. 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.