

FERGUSON JOHN D
Form 4
May 12, 2010

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)
05/10/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

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 | (A) or (D) | Price | | | |
| CXW Common Stock | 05/10/2010 | | S ⁽¹⁾ | | 5,000 | D | \$ 19.84 | 16,052 | I | Ferguson Family Trust |
| CXW Common Stock | 05/10/2010 | | S ⁽¹⁾ | | 15,000 | D | \$ 19.84 | 653,679 | I | Ferguson Revocable Living Trust |
| CXW Common Stock | 05/11/2010 | | S ⁽²⁾ | | 137,661 | D | \$ 20.12 | 137,661 | I | Ferguson Financial, LLC |
| | 05/11/2010 | | S ⁽²⁾ | | 137,661 | A | | 16,052 | I | |

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| | | |
|------------------------|-----------------------|-----------------------------|
| CXW Common Stock | \$ 20.12 | Ferguson Family Trust |
| CXW Common Stock | 43,990 ⁽³⁾ | D |

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| FERGUSON JOHN D 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215 | X | | Chairman | |

Signatures

Scott Craddock, Attorney
in Fact 05/12/2010
 **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).

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- (1) Shares sold pursuant to 10b5-1 trading plan.

The reported securities are held by Ferguson Financial LLC, a limited liability company of which the reporting person is the sole member with governance and voting rights. As part of the reporting person's estate plan, he has transferred an ownership interest in the LLC,

- (2) which consists solely of financial rights, to the trust in consideration for the fair market value of the transferred interest in the LLC. The reported securities continue to be held by the LLC after the reported transaction, and the reporting person continues to hold all of the governance and voting rights in the LLC.
- (3) Includes 3,430 shares beneficially owned through the company's 401(k) benefit plan, as updated to reflect the most recent plan statement for the reporting person.

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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