

CORRECTIONS CORP OF AMERICA

Form 4

March 06, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARFINKLE DAVID

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)
02/23/2014

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Vice President, Finance

NASHVILLE, TN 37215

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
CXW Common Stock	02/23/2014		F ⁽¹⁾		819	D	\$ 32.89 41,267
CXW Common Stock	02/27/2014		A ⁽²⁾		1,588	A	\$ 0 42,855
CXW Common Stock	02/27/2014		F ⁽¹⁾		587	D	\$ 33.23 42,268
CXW Common	03/04/2014		M		11,345	A	\$ 12.14 53,613

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Stock

CXW

Common Stock	03/04/2014	M	13,223	A	\$ 11.11	66,836	D
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CXW

Common Stock	03/04/2014	S	24,568	D	\$ 33.678	42,268	D
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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)	\$ 11.11	03/04/2014		M	13,223	02/15/2010 02/15/2016	CXW Common Stock 13,223
Employee Stock Option (right to buy)	\$ 12.14	03/04/2014		M	11,345	02/16/2009 02/16/2015	CXW Common Stock 11,345

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARFINKLE DAVID 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215	Vice President, Finance

Signatures

Scott Craddock, Attorney
In Fact

03/06/2014

__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) Shares withheld for tax withholding in connection with vesting of restricted stock units.
 - (2) Shares acquired as a result of vesting of restricted stock units with time and performance-based vesting conditions.

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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