

DECONCINI DENNIS
Form 4
March 14, 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 *
DECONCINI DENNIS

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)

C/O CORRECTIONS CORP OF AMERICA, 10 BURTON HILLS BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2013

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

(Street)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
CXW Common Stock	03/12/2013		M	3,000	A \$ 25.7	14,492 ⁽¹⁾	D
CXW Common Stock	03/12/2013		M	13,459	A \$ 25.79	27,951 ⁽¹⁾	D
CXW Common Stock	03/12/2013		M	12,151	A \$ 20.76	40,102 ⁽¹⁾	D

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CXW
Common Stock 03/12/2013 F(2) 17,916 D \$ 37.76 22,186 (1) 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 25.7	03/12/2013		M	3,000	02/13/2008	02/13/2018	CXW Common Stock	3,000
Stock Option (Right to buy)	\$ 25.79	03/12/2013		M	13,459	05/16/2008	05/16/2018	CXW Common Stock	13,459
Stock Option (Right to Buy)	\$ 20.76	03/12/2013		M	12,151	05/13/2010	05/13/2020	CXW Common Stock	12,151

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DECONCINI DENNIS
C/O CORRECTIONS CORP OF AMERICA
10 BURTON HILLS BLVD.
NASHVILLE, TN 37215

X

Signatures

Scott L. Craddock, Attorney
in Fact

03/14/2013

__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 2706 restricted stock units, each representing a contingent right to receive one share of issuer common stock.
 - (2) Shares withheld by the company in payment of exercise price of option.

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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