

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)

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

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

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

(Street)

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

NASHVILLE, TN 37215

(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 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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