

CORRECTIONS CORP OF AMERICA  
 Form 5  
 February 17, 2015

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**OVERBY CHARLES L**

(Last) (First) (Middle)

**C/O CORRECTIONS CORP OF AMERICA, 10 BURTON HILLS BOULEVARD**

(Street)

**NASHVILLE, TN 37215**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CORRECTIONS CORP OF AMERICA [CXW]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price \$		
CXW COMMON STOCK	11/17/2014	Â	M4 <sup>(1)</sup>	A	14,105 25.84 <sup>(1)</sup>	D	Â
CXW COMMON STOCK	11/17/2014	Â	F4	D	10,125 \$ 36	D	Â

CXW  
COMMON STOCK 12/03/2014 Â G 1,000 D \$ 0 23,671 <sup>(2)</sup> D Â

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)
STOCK OPTION (RIGHT TO BUY)	\$ 25.84 <sup>(1)</sup>	11/17/2014	Â	M4	Â 14,105 <sup>(1)</sup>	Â <sup>(3)</sup> 05/10/2017	COMMON STOCK 14,105 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVERBY CHARLES L C/O CORRECTIONS CORP OF AMERICA 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215	Â X	Â	Â	Â

## Signatures

/s/ Scott L. Craddock,  
Attorney-in Fact 02/17/2015

\_\_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) As adjusted to reflect an increase in the number of shares underlying the option and a decrease in the per share exercise price of such option as a result of the special dividend paid in connection with our REIT conversion to stockholders of record on April 19, 2013.

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- (2) Includes 3,242 restricted stock units, each representing a contingent right to receive one share of the Issuer's common stock.
- (3) The option became fully vested on May 10, 2008.

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