

Hininger Damon T
 Form 4
 April 04, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Hininger Damon T

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)
 04/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & CEO

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 | (D) | Price |
| CXW Common Stock | 04/02/2013 | | M | | 5,378 | A | \$ 14.27 |
| | | | | | 142,685 | (1) | D |
| CXW Common Stock | 04/02/2013 | | M | | 9,022 | A | \$ 10.73 |
| | | | | | 151,707 | (1) | D |
| CXW Common Stock | 04/02/2013 | | S | | 14,400 | D | \$ 38.5 |
| | | | | | 137,307 | (1) | D |
| CXW Common | 04/03/2013 | | M | | 5,700 | A | \$ 10.73 |
| | | | | | 143,007 | (1) | D |

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Stock

CXW

Common 04/03/2013 S 5,700 D \$ 38.4469 137,307 ⁽¹⁾ D
 Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | Code | V (A) (D) | | | | |
| Employee Stock Option (right to buy) | \$ 14.27 | 04/02/2013 | | M | 5,378 | 02/15/2010 | 02/15/2016 | CXW Common Stock | 5,378 |
| Employee Stock Option (Right to buy) | \$ 10.73 | 04/02/2013 | | M | 9,022 | 02/18/2012 | 02/18/2019 | CXW Common Stock | 9,022 |
| Employee Stock Option (Right to buy) | \$ 10.73 | 04/03/2013 | | M | 5,700 | 02/18/2012 | 02/18/2019 | CXW Common Stock | 5,700 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hininger Damon T
10 BURTON HILLS BOULEVARD
NASHVILLE, TN 37215

President & CEO

Signatures

Scott L. Craddock, Attorney
in Fact

04/04/2013

__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 50170 restricted stock units, each representing a contingent right to receive one share of issuer common stock.

Remarks:

Option exercises and sales of shares acquired through exercise pursuant to Rule 1065-1 trading plan.

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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