SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPR | OVAL | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response. | 05 | | | | | | | |

| MULLENGE | Name and Address of Reporting Person [*] <u>MULLENGER TODD</u> Last) (First) (Middle) 0 BURTON HILLS BOULEVARD | | 2. Issuer Name and Ticker or Trading Symbol <u>CORRECTIONS CORP OF AMERICA</u> [CXW] 3. Date of Earliest Transaction (Month/Day/Year) 07/15/2013 | | ationship of Reporting Pe < all applicable) Director Officer (give title below) EVP, Cl | 10% Owner Other (specify below) |
|-----------------------|---|----------------|--|------------------------|--|---------------------------------------|
| (Street) NASHVILLE | TN (State) | 37215 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person | porting 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. Transa Code (8) | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--|---|------------------------------|---|--------|---------------|---|---|---|----------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| CXW Common Stock | 07/15/2013 | | М | | 9,580 | A | \$22.57 | 128,195(1)(2) | D | |
| CXW Common Stock | 07/15/2013 | | М | | 15,150 | A | \$21.44 | 143,345 ⁽¹⁾⁽²⁾ | D | |
| CXW Common Stock | 07/15/2013 | | S | | 25,000 | D | \$33.353 | 118,345(1)(2) | D | |

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. Transa Code (8) | | of Deri Sec Acq (A) (Disp of (I | 5. Number of Derivative Securities Acquired A) or Disposed of (D) (Instr. 8, 4 and 5) | | te of Securities | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------------------------------|---|--|---|---------------------|--------------------|------------------------|---|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) ⁽³⁾ | \$22.57 | 07/15/2013 | | М | | | 9,850 | 02/16/2011 | 02/16/2017 | CXW Common Stock | 9,850 | \$0.00 | 0 | D | |
| Employee Stock Option (right to buy) | \$21.44 | 07/15/2013 | | М | | | 15,150 | 03/16/2010 | 03/16/2017 | CXW Common Stock | 15,150 | \$0.00 | 15,815 | D | |

Explanation of Responses:

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

2. Includes deferred shares representing right to acquire shares of issuer common stock upon separation of employment.

3. Exercise price and option shares outstanding adjusted to reflect the special dividend paid by the issuer on May 20, 2013 to stockholders of record on April 19, 2013.

Remarks:

Shares sold pursuant to 10b5-1 trading plan.

| Scott L. Craddock, Attorney in | Scott L. | Craddock, Attorney in | 07 |
|--------------------------------|----------|-----------------------|----|
|--------------------------------|----------|-----------------------|----|

Fact

07/17/2013

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.