FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C.	20549
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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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* GARFINKLE DAVID						2. Issuer Name and Ticker or Trading Symbol CORRECTIONS CORP OF AMERICA CXW]											ationship of Reporting k all applicable) Director Officer (give title below)		ng Per	10% Ov Other (s below)	vner		
(Last) 10 BUR	(FI		3. Date of Earliest Transaction (Month/Day/Year) 01/04/2005											Vice President, Finance									
(Street) NASHV			37215		- 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										Indiv ne) X	Form f	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	•	(Zip) 	n-Deriv	vative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				saction	ction 2A. Deemed Execution Date,			3. Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3,			ed (A) or	A) or 5. Amo 4 and Securi Benefi Owned		nt of es ally following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
										Code	v	Amount		(A) or (D)	Price	e Reporte Transac (Instr. 3		ion(s)			(Instr. 4)		
CXW Common Stock 01/0					4/2005	2005				M ⁽¹⁾		5,000		A	\$8.	5,		,000		D			
CXW Common Stock 01/0					4/2005	2005				S ⁽¹⁾		5,000		D	\$4	542		0		D			
		T	able II -									sed of onverti					wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	4. Transaction Code (Instr. 8)					Date Exe piration onth/Day	Date	r) Ai Se Ui De		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		De Se (Ir	Price of erivative ecurity istr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Da Ex	ite ercisable		xpiration ate	Title		Amoun or Numbe of Shares								
Employee Stock Option (Right to	\$8.75	01/04/2005			M			5,000	05	5/22/2002	. 05	5/22/2011	Com	KW nmon ock	5,000		\$8.75	10,900 ⁰	(2)	D			

Explanation of Responses:

- 1. Represents partial exercise of employee stock option and sale of shares acquired through exercise pursuant to a Rule 10b5-1 trading plan.
- 2. Represents partial exercise of employee stock option that vests in equal increments beginning on May 22, 2002. After the reported exercise, 5,675 shares are vested and the remaining 5,225 shares will vest on May 22, 2005.

Remarks:

David M. Garfinkle

01/05/2005

** 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.