

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 APPROVAL	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person *</b> <u>GROOM STEVE E</u>  (Last) (First) (Middle) <u>10 BURTON HILLS BLVD</u>  (Street) <u>NASHVILLE TN 37215</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CORRECTIONS CORP OF AMERICA [ CXW ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, GENERAL COUNSEL &amp; SECRETARY</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/27/2013</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	(A) or (D)	Price			
CXW Common Stock	02/27/2013		A <sup>(1)</sup>		10,026	A	\$0.00	50,477 <sup>(2)</sup>	D	
CXW Common Stock	02/27/2013		F <sup>(3)</sup>		3,026	D	\$38.11	47,451 <sup>(2)</sup>	D	
CXW Common Stock	02/27/2013		M		12,373	A	\$10.73	59,824 <sup>(2)</sup>	D	
CXW Common Stock	02/27/2013		M		6,327	A	\$26.71	66,151 <sup>(2)</sup>	D	
CXW Common Stock	02/27/2013		S		18,700	D	\$38.081	47,451 <sup>(2)</sup>	D	
CXW Common Stock	02/28/2013		M		2,949	A	\$10.73	50,400 <sup>(2)</sup>	D	
CXW Common Stock	02/28/2013		M		12,369	A	\$20.65	62,769 <sup>(2)</sup>	D	
CXW Common Stock	02/28/2013		M		3,382	A	\$21	66,151 <sup>(2)</sup>	D	
CXW Common Stock	02/28/2013		S		18,700	D	\$38.2793	47,451 <sup>(2)</sup>	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	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					
Employee Stock Option (Right to Buy)	\$10.73	02/27/2013		M			12,373	02/18/2012	02/18/2019	CXW Common Stock 12,373	\$0.00	2,949	D	
Employee Stock Option (Right to Buy)	\$26.71	02/27/2013		M			6,327	02/20/2011	02/20/2018	CXW Common Stock 6,327	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$10.73	02/28/2013		M			2,949	02/18/2012	02/18/2019	CXW Common Stock 2,949	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$20.65	02/28/2013		M			12,369	02/18/2013	02/18/2020	CXW Common Stock 12,369	\$0.00	4,123	D	
Employee Stock Option (right to buy)	\$21	02/28/2013		M			3,382	08/11/2012	08/11/2020	CXW Common Stock 3,382	\$0.00	21,608	D	

**Explanation of Responses:**

1. Shares acquired as a result of vesting of restricted stock units granted to the reporting person in 2010 and 2011.

2. Includes 19892 restricted stock units, each representing a contingent right to receive one share of issuer common stock.
3. Shares forfeited for tax withholding in connection with vesting of restricted stock units.

**Remarks:**

Scott L. Craddock, Attorney in  
Fact 03/01/2013

\*\* 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.**