l 	FORM 4	1	U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549
[_]	Check this box if no longer subject		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SI
	to Section 16. Form 4		
	or Form 5 obligations		Filed nursuant to Section 16(a) of the Securities

may continue. See Instruction 1(b).

Common Stock, par

Common Stock, par

Common Stock, par

value \$.01 per share | 5/20/02 |

value \$.01 per share | 5/06/02 |

value \$.01 per share | 5/07/02 |

D.C. 20549 AL 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

I	OMB APPROVAL									
	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5	İ								

Print or Type Response	es)			11100	estment co	miparry A	01	1940					
1. Name and Address of Reporting Person*						r or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Millennium Holding		 Corrections Corporation of America (CXW)						_ Director _ 10% Owner _ Officer (give title X Other (1)				 	
(Last) (First) (Middle) c/o Millennium Partners 1995 Broadway (Street) New York NY 10023			3. IRS Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year April and May 2002 5. If Amendment, 7. Indiv			I	below) 			
										ividual or Joint/(ividual or Joint/Group Filing		
						inal (Month/ Day/Year) 		_ Form filed by One Reporting Pe X Form filed by More than One Rep Person				 	
(City) (State	e) (Z	ip)	Table	I	- Non-Deri	vative	Secui	rities Acc	uired,	Disposed of, or E	Beneficially	Owned	·
(Instr. 3) action Execu Date tion Date, (Month/ if an Day/ (Month/ Year) Day/		Deemed Execu- tion Date,	action or Dispo Code (Instr. Instr. 8)			es Acquired (A) sed of (D) 3, 4 and 5)				Securities Ship Indir Beneficially Form: Bene- Owned Follow- Direct ficia	7. Nature of Indirect Bene- ficial Owner-	 	
		(Month/	İ	 V	 Amou		(A) or (D)	İ	:e	Transaction(s) (Instr. 3 and 4)		ship (Instr. 4)	
Common Stock, par value \$.01 per share	 4/23/02	 	 S	 	 5,0	000	 D	 \$16.	25	 1,261,087(2)	 (3)(4)	 (3)(4)	
Common Stock, par value \$.01 per share	 4/23/02	 	 S	 	 5,0	000	 D	 \$16.	05	 1,261,087(2)	 (3)(4)	 (3)(4)	
Common Stock, par value \$.01 per share	 4/24/02	 	 S	 	 5,0	000	 D	 \$17.	00	 1,261,087(2)	 (3)(4)	 (3)(4)	 - -
Common Stock, par value \$.01 per share	 4/24/02	 	 S	 	 5,0	000	 D	 \$16.	80	 1,261,087(2)	 (3)(4)	 (3)(4)	
Common Stock, par value \$.01 per share	 4/24/02	 	 S	 	 5,0	000	 D	 \$16.	50	 1,261,087(2)	 (3)(4)	 (3)(4)	
Common Stock, par value \$.01 per share	 4/30/02	 	 S	 	 5,0	000	 D	 \$17.	25	 1,261,087(2)	 (3)(4)	 (3)(4)	

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).

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(3)(4)

(3)(4)

(3)(4)

FORM 4 (continued) 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) 	Conversion or Exercise Price of Derivative Security		3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 	6. Date Exer- cisable and Expiration Date (Month/Day/ Year) 	

5,000

5,000

6,847

j p j

D

DΪ

\$17.50

\$17.75

\$18.02

1,261,087(2)

1,261,087(2)

1,261,087(2) |

(3)(4)

(3)(4)

(3)(4)

	 	 - -	 	 Code V	 (A)	 (D)	- Exer- cis- able	ra- tion Date
	 	 	 	 	 - -	 - -	 	
I							Page 2	of 4 Pages

FORM 4 (continued)									
1. Title of Derivative Security (Instr. 3) 	7. Title and Amount of Securities (Instr. 3 	Underlying 3 and 4)	Security	9. Number of Derivative Securities Bene- ficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Deriv- ative Security: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	 Title	Amount or Number of Shares	·- 		Indirect (I) (Instr. 4)				

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Explanation of Responses:

- (1) The reporting persons are members of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock, par value \$.01 per share.
- (2) Ownership as of the end of May 2002.
- (3) These securities are directly owned by Millennium Holdings III LLC ("MH III"). Christopher M. Jeffries has an indirect beneficial interest in these securities in his capacity as the controlling member of MH III.
- (4) The reporting persons disclaim beneficial ownership in the securities of the issuer except to the extent of their pecuniary interest, if any, therein.

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: /s/ Steven L. Hoffman

February 20, 2003

Name: Steven L. Hoffman

Date

Title: Vice President

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CONTINUATION SHEET RELATING TO JOINT FORM 4 FILED BY MILLENNIUM HOLDINGS III LLC

JOINT FILER INFORMATION

DESIGNATED FILER:

Millennium Holdings III LLC

ISSUER & TICKER SYMBOL: Corrections Corporation of America (CXW)

STATEMENT FOR MONTH/YEAR: April and May 2002

OTHER REPORTING PERSONS:

Christopher M. Jeffries c/o Millennium Partners 1995 Broadway New York, NY 10023

/s/ Christopher M. Jeffries

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