SEC Form 4

FORM 4

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

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

| 1. Name and Address of Reporting Person*
 FERGUSON JOHN D

 (Last)   (First)   (Middle)
 10 BURTON HILLS BOULEVARD

 (Street)
 NASHVILLE   TN   37215

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 CORRECTIONS CORP OF AMERICA [**CXW**]

 3. Date of Earliest Transaction (Month/Day/Year)
 12/06/2006

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 X Director   10% Owner
 X Officer (give title below)   Other (specify below)
 President and CEO

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 Form filed by More than One Reporting 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. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
CXW Common Stock	12/06/2006		M		188,310	A	$13.28	294,753	D	
CXW Common Stock	12/06/2006		F[(1)]		102,569	D	$46.84	192,184	D	
CXW Common Stock	12/06/2006		G[(2)]		85,741	D	$0.00	106,443	D	
CXW Common Stock	12/06/2006		G[(2)]		85,471	A	$0.00	269,923	I	By Ferguson Revocable Living Trust

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Employee Stock Option (Right to Buy)	$13.28	12/06/2006		M			188,310	08/04/2002	08/04/2010	CXW Common Stock	188,310	$0.00	0	D	

Explanation of Responses:

1. Shares withheld by the company to pay exercise price and tax withholding in connection with option exercise.

2. Gift of shares to revocable living trust for benefit of reporting person's spouse and children.

Remarks:

John D. Ferguson   12/08/2006
** 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.

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