I 	FURM 4	Washington,
Γ_1	Check this box	washington,
	if no longer subject	STATEMENT OF CHANGES IN BENEFICE
	to Section 16. Form 4	
	or Form 5 obligations	Filed pursuant to Section 16(a)

## EXCHANGE COMMISSION D.C. 20549

AL OWNERSHIP OF SECURITIES

(a) of the Securities Exchange

	OMB APPROVAL	1
	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5	

may continue. Se Instruction 1(b)	).	Act	of 1934, Compar	ıy Ac	tion 17(a) ct of 1935 estment Co	or Sec	tion	30(h) of		oldin	g			-
Print or Type Respor  1. Name and Address Reporting Persor	 s of	2	. Issuer N	ame	and Ticke	r or Tr	ading	Symbol	6. F		ionship of Repor ssuer (Check all			   
Income Opportuni		Corrections Corporation o								Director  _   10% Owner Officer (give title  X  Other (1)			 	
(Last) (First	.e)     	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   Date of Orig-     inal (Month/     Day/Year)			or   below) r					   	
c/o Millennium F 1995 Broadway													Ī	
(Stree	      023												     	
(City) (Sta	ate) (Z	 	Table I Non-Deri				vative Securities Acquire			ed, D	I, Disposed of, or Beneficially Owned			
Title of Security   Trans-   I (Instr. 3)   action   I   Date   I		2A.   Deemed   Execu-   tion   Date,   if any	u-   action   or Dispo   Code   (Instr. ,   Instr. 8)		ies Acquired (A) osed of (D) 3, 4 and 5)				5.   6.   7.   Amount of   Owner-   Na   Securities   ship   In   Beneficially   Form:   Be   Owned Follow-   Direct   fi ing Reported   (D) or   Ow					
	(Month/   Day/   Year) 	(Month/   Day/   Year)	         Code	     V	     Amou		(A)   or    (D)		ice		Transaction(s) (Instr. 3 and 4)		ship   (Instr.   4)	  -  -
Common Stock, par value \$.01 per shar	   re  4/22/02		       	   	     5,0	)00	      (D)	\$16	3.00	     	1,261,087(2)	     (3)(4)	     (3)(4)	     
Common Stock, par value \$.01 per shar	    re  4/23/02		       	   	5,6	)00	      (D)	\$16	5.25		1,261,087(2)	     (3)(4)	     (3)(4)	     
Common Stock, par value \$.01 per shar	   re  4/24/02			   	5,6	)00	      (D)	\$17	7.00		1,261,087(2)	 	     (3)(4)	      -
Common Stock, par value \$.01 per shar	   		       	   	4,2	<u>2</u> 00	      (D)	\$16	6.80		1,261,087(2)	     (3)(4)	     (3)(4)	     
Common Stock, par value \$.01 per shar	   		       	   	     8	300	      (D)	\$16	S.75	   	1,261,087(2)	     (3)(4)	     (3)(4)	     
Common Stock, par value \$.01 per shar	   		       	   	5,6	)00	      (D)	\$16	6.50	     	1,261,087(2)	     (3)(4)	     (3)(4)	     
Common Stock, par value \$.01 per shar	   		       	   	5,6	)00	      (D)	\$17	7.25	     	1,261,087(2)	     (3)(4)	     (3)(4)	     
Common Stock, par value \$.01 per shar	   		       	   	5,6	)00	      (D)	\$17	7.50		1,261,087(2)	     (3)(4)	     (3)(4)	     
Common Stock, par value \$.01 per shar	   		       	   	5,6	)00	      (D)	\$17	7.75		1,261,087(2)	     (3)(4)	     (3)(4)	     
Common Stock, par value \$.01 per shar	    e  5/06/02		       	   	     1	L47	      (D)	\$18	3.00		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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1,261,087(2)

6,700

j(D)j

1.  Title of Derivative Security  (Instr. 3)   	Conversion  Tr  or Exercise ac  Price of  Da  Derivative  (N  Security  Da	Trans-  action  Date  (Month/  Day/  Year)	3A.  Deemed  Execu-  tion  Date,  if any  (Month/	Trans-  action	5. Number of Der Acquired (A) (Instr. 3, 4	or Dispo	6.  Date E  cisabl  Expira  Date  (Month  Year)	e and   tion   	
		       	Year)     	         Code V	      (A)	   	(D)	Date  Exer-  cis-  able	Expi-  ra-  tion    Date
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:		<u>-</u>     	. <u>'</u>     	:     	:   	<u>:</u> -   		<del>:</del>   	
<u> </u>		<u>-</u>	: <u></u>     	: 	:   			<del>-</del>   	
:		<u>-</u>     	. <u>:</u>     		   			<del>-</del>     	
								Page	2 of 4 Pages
FORM 4 (continued)							osed of, or Be le securities)	neficially	Owned
1.  Title of Derivative Security  (Instr. 3)	7.  Title and Amo  Securities (I				Price of  Derivative  Security	Securit  ficiall	of Derivative ies Bene-	Ownership   Form of    Deriv-	11.   Nature of   Indirect   Beneficial

(e.g., puts, calls, warrants, options, convertible securities)										
1.  Title of Derivative Security  (Instr. 3)       	7.  Title and Amount of Underlying  Securities (Instr. 3 and 4)       		8.  Price of  Derivative  Security  (Instr. 5) 	9.  Number of Derivative  Securities Bene-  ficially Owned  Following Reported  Transaction(s)  (Instr. 4)	Ownership  Form of  Deriv-  ative	11.  Nature of  Indirect  Beneficial  Ownership  (Instr. 4)				
 	       Title	Amount or Number of Shares	     	     	(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 Income Opportunity Fund I LLC ("IOF"). Millennium Development Partners V LLC ("MDP V") has an indirect beneficial interest in these securities in its capacity as managing member of IOF. Christopher M. Jeffries has an indirect beneficial interest in these securities in his capacity as the controlling member of MDP V.
- (4) The reporting persons disclaim beneficial ownership in the securities of the issuer except to the extent of their pecuniary interest, if any, therein.

INCOME OPPORTUNITY FUND I LLC
By: MILLENNIUM DEVELOPMENT PARTNERS V LLC,
 its managing member

Title: Vice President

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

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CONTINUATION SHEET RELATING TO JOINT FORM 4 FILED BY INCOME OPPORTUNITY FUND I LLC

JOINT FILER INFORMATION

DESIGNATED FILER: Income Opportunity Fund I LLC

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

STATEMENT FOR MONTH/YEAR: April and May 2002

## OTHER REPORTING PERSONS:

 Millennium Development Partners V LLC c/o Millennium Partners 1995 Broadway New York, NY 10023

By: /s/ Steven L. Hoffman

Name: Steven L. Hoffman
Title: Vice President

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

/s/ Christopher M. Jeffries

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