

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GROOM STEVE E</u> (Last) (First) (Middle) <u>10 BURTON HILLS BLVD</u> (Street) <u>NASHVILLE TN 37215</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORRECTIONS CORP OF AMERICA [CXW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, GENERAL COUNSEL & SECRETARY</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)		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	05/20/2013		A ⁽¹⁾		3,408	A	\$0.00	53,437 ⁽²⁾	D	
CXW Common Stock	05/20/2013		J ⁽³⁾		3,846	A	\$0.00	57,283 ⁽²⁾	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					

Explanation of Responses:

- Represents dividend equivalent rights accrued on restricted stock units awarded to the reporting person on 02/21/2013 in conjunction with the issuer's payment of a special dividend on May 20, 2013 of \$6.63 per share of common stock. The dividend equivalent rights will be converted into, and paid in the form of, shares of the issuer's common stock on a one-for-one basis in connection with the vesting of the underlying restricted stock units to which the dividend equivalent rights relate and shall be subject to the same vesting and other restrictions as the original award.
- Includes 23300 restricted stock units, each representing a contingent right to receive one share of issuer common stock.
- On May 20, 2013, the Issuer paid a special dividend to stockholders of record on April 19, 2013. As a result of the special dividend, the reporting person received 3846 shares of common stock on May 20, 2013.

Remarks:

Scott L. Craddock, Attorney in Fact 05/22/2013

** 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.