SEC Form 5

FORM 5

☐ Form 3 Holdings Reported.

☒ Form 4 Transactions Reported.

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

ANNUAL 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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

OVERBY CHARLES L

(Last) (First) (Middle)

C/O CORRECTIONS CORP OF AMERICA

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

☐ Officer (give title below)   ☐ Other (specify below)

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)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
CXW COMMON STOCK	11/17/2014		M4[1]	14,105	A	$25.84[1]	34,976	D	
CXW COMMON STOCK	11/17/2014		F4	10,125	D	$36	24,671	D	
CXW COMMON STOCK	12/03/2014		G	1,000	D	$0.00	23,671[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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
STOCK OPTION (RIGHT TO BUY)	$25.84[1]	11/17/2014		4M		14,105[1]	[3]	05/10/2017	COMMON STOCK	14,105[1]	$0.00	0	D	

Explanation of Responses:

1. As adjusted to reflect an increase in the number of shares underlying the option and a decrease in the per share exercise price of such option as a result of the special dividend paid in connection with our REIT conversion to stockholders of record on April 19, 2013.

2. Includes 3,242 restricted stock units, each representing a contingent right to receive one share of the Issuer's common stock.

3. The option became fully vested on May 10, 2008.

Remarks:

/S/ Scott L. Craddock, Attorney-in Fact   02/17/2015

** Signature of Reporting Person   Date