

**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                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>FERGUSON JOHN D</u><br><br>(Last) (First) (Middle)<br><u>10 BURTON HILLS BOULEVARD</u><br><br>(Street)<br><u>NASHVILLE TN 37215</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>CORRECTIONS CORP OF AMERICA [ CXW ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: center;"><b>President and CEO</b></p> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>09/24/2007</u>                     |  |
|   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                | 09/24/2007                           |  | S                              |   | 1,200   | D          | \$26.92  | 233,960   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 900   | D          | \$26.93  | 233,060   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 100   | D          | \$26.935 | 232,960   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 700   | D          | \$26.94  | 232,260   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 100   | D          | \$26.95  | 232,160   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 1,000   | D          | \$26.98  | 231,160   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 100   | D          | \$27.01  | 231,060   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 300   | D          | \$27.02  | 230,760   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 100   | D          | \$27.03  | 230,660   | D  |   |
| CXW Common Stock                | 09/24/2007                           |  | S                              |   | 100   | D          | \$27.08  | 230,560 <sup>(1)</sup>  | 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:**

1. All ownership figures in Column 5 of Table I include 3,396 shares beneficially owned through the company's 401 (k) plan, as updated to reflect the most recent plan statement.

**Remarks:**

Form 2 of 2 filed on 9/26/2007 to report transactions on 9/24/2007 by reporting person to effect the partial exercise of employee stock option and sale of shares acquired through exercise pursuant to a Rule 10b5-1 trading plan.

Scott L. Craddock, Attorney In Fact 09/26/2007

\*\* 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.