

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange
Act of 1934, Section 17(a) of the Public Utility Holding
Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

MDP Ventures II LLC

(Last) (First) (Middle)

c/o Millennium Partners
1995 Broadway

(Street)

New York NY 10023

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

12/31/01

3. IRS Identification Number of Reporting Person, if an entity (voluntary)

4. Issuer Name and Ticker or Trading Symbol

Corrections Corporation of America (CXW)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner

Officer (give title below) Other (1)

May be deemed to be part of a 13(d) group.

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$.01 per share	6,287	D (2)	
Common stock, par value \$.01 per share	36	I (3)	(3)
Common stock, par value \$.01 per share	14	D (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 5(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)
SEC 1473 (3-99)

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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) These securities are directly owned by MDP Ventures II LLC ("MDP Ventures"). Millennium Development Partners II LLC has an indirect beneficial interest in these securities in its capacity as managing member of MDP Ventures.
- (3) These securities are directly held in trust for the children of Brian J. Collins. Mr. Collins has an indirect beneficial interest in these securities in his capacity as trustee of the trusts for his children.
- (4) These securities are directly owned by Steven L. Hoffman.

** 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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MDP Ventures II LLC
By: /s/ Steven L. Hoffman

Name: Steven L. Hoffman
Title: Vice President

Date: February 4, 2002

CONTINUATION SHEET RELATING TO JOINT FORM 3
FILED BY INCOME OPPORTUNITY FUND I LLC

JOINT FILER INFORMATION

DESIGNATED FILER: MDP Ventures II LLC

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

DATE OF EVENT REQUIRING
STATEMENT: 12/31/01

OTHER REPORTING PERSONS:

1. Millennium Development Partners II LLC
c/o Millennium Partners
1995 Broadway
New York, NY 10023

By: /s/ Steven L. Hoffman

Name: Steven L. Hoffman
Title: Vice President

2. Brian J. Collins
c/o Millennium Partners
1995 Broadway
New York, NY 10023

/s/ Brian J. Collins

3. Steven L. Hoffman
c/o Millennium Partners
1995 Broadway
New York, NY 10023

/s/ Steven L. Hoffman
