

**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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|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><b>FERGUSON JOHN D</b><br><br>(Last) (First) (Middle)<br><b>10 BURTON HILLS BOULEVARD</b><br><br>(Street)<br><b>NASHVILLE TN 37215</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>CORRECTIONS CORP OF AMERICA [ CXW ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/22/2011</b>                     |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<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                | 02/22/2011                           |  | S                              |   | 20,000  | D          | \$24.7296 | 333,145 <sup>(1)(2)</sup>   | D  |   |
| CXW Common Stock                |                                      |  |                                |   |   |            |           | 137,661   | I  | Ferguson Financial LLC                                |
| CXW Common Stock                |                                      |  |                                |   |   |            |           | 1,052   | I  | Ferguson Family Trust                                 |

**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:**

- Includes 3,411 shares beneficially owned through company 401(k) benefit plan, as updated to reflect the most recent plan statement for the reporting person, and 8,674 shares of restricted stock subject to time and performance based vesting conditions.
- Includes 144,174 shares held in the Ferguson Revocable Living Trust (the "Living Trust"). Shares held in the Ferguson Revocable Living Trust have been determined to be direct holdings for purposes hereof and will be reported as such going forward. On or about February 18, 2010, 600,000 shares of CXW common stock were transferred to an account in the reporting person's name from an account in the name of the Living Trust in connection with the establishment and execution of 10b5-1 trading plans for the sale of such shares. Sales under such plans were reported beginning on February 22, 2010 as sales from indirect Living Trust holdings. Based on the determination noted above, the sale reported on this Form 4 and any subsequent remaining sales under the applicable trading plans will be reported as sales from the reporting person's direct holdings.

**Remarks:**

Shares sold pursuant to 10b5-1 trading plan.

Scott Craddock, Attorney in Fact      02/24/2011

\*\* 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.