

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

**SCHEDULE TO/A
(RULE 14d-100)**

**TENDER OFFER STATEMENT UNDER
SECTION 14(d) (I) OR 13(e) (I)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. 3)

CORRECTIONS CORPORATION OF AMERICA
(Name of Subject Company (Issuer))
CORRECTIONS CORPORATION OF AMERICA
(Names of Filing Person (Offeror))

Series B Cumulative Convertible Preferred Stock
(Title of Class of Securities)

22025Y 30 8 and 74264N 30 3
(CUSIP Number of Class of Securities)

John D. Ferguson
Chief Executive Officer
Corrections Corporation of America
10 Burton Hills Boulevard
Nashville, TN 37215
(615) 263-3000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

COPIES TO:
F. Mitchell Walker, Jr.
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238
(615) 742-6200

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$109,328,622	\$8,845

• Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$26.00 (the per share tender offer price) by 4,204,947, the number of shares of Correction Corporation of America's Series B Cumulative Convertible Preferred Stock sought in the Offer.

• Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	N/A	Filing Party:	N/A
Form or Registration No.:	N/A	Date Filed:	N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []



INTRODUCTORY STATEMENT

This Amendment No. 3 to the Tender Offer Statement on Schedule TO ("Schedule TO") relates to the offer by Corrections Corporation of America, a Maryland corporation (the "Company"), to purchase for cash up to 4,204,947 shares of its Series B Cumulative Convertible Preferred Stock, par value \$0.01 per share (the "Shares"), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 2, 2003 (the "Offer to Purchase"), and in the related Letter of Transmittal.

The Company has extended the period of time for which the offer is open to 12:00 midnight, New York City time, on May 13, 2003. The information contained in Exhibit (a)(1)(H) is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended by adding Exhibit (a)(1)(H) filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CORRECTIONS CORPORATION OF AMERICA

By: Name: /s/ David M. Garfinkle

Title: _____

David M. Garfinkle
Vice President, Finance

Dated: April 29, 2003

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
(a)(1)(A)	Offer to Purchase, dated April 2, 2003.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Form of Letter from Lehman Brothers Inc. to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(F)	Press Release, dated April 2, 2003.*
(a)(1)(G)	Press Release, dated April 2, 2003.*
(a)(1)(H)	Press Release, dated April 29, 2003.**
(a)(5)	Summary Advertisement.*

* Previously filed

** Filed herewith

CORRECTIONS CORPORATION OF AMERICA ANNOUNCES EXTENSION OF
TENDER OFFER FOR SHARES OF SERIES B PREFERRED STOCK TO MAY 13, 2003

NASHVILLE, Tenn., April 29 /PRNewswire-FirstCall/ -- Corrections Corporation of America (NYSE: CXW - News) announced today that it will extend the tender period of its previously disclosed tender offer to purchase for cash up to 4,204,947 shares, representing 90% of the outstanding 4,672,163 shares, of its Series B Cumulative Convertible Preferred Stock (CUSIP Nos. 22025Y 30 8 and 74264N 30 3) for \$26.00 per share, to May 13, 2003. The tender period is being extended in accordance with applicable regulatory requirements that the offer remains open for a period of time after the expected date of fulfillment of certain conditions to the tender offer, which are described in the Offer to Purchase filed with the Securities and Exchange Commission and distributed to holders of Series B Preferred Stock on April 2, 2003, as amended by Amendment No. 2 to Schedule TO filed with the Securities and Exchange Commission on April 21, 2003 (the "Offer to Purchase").

As a result of the extension, the holders of Series B Preferred Stock will have until 12:00 midnight, New York City time, on Tuesday, May 13, 2003 to validly tender their shares of Series B Preferred Stock, unless the offer is extended. The tender offer is being made solely by the Offer to Purchase and the related Letter of Transmittal. Stockholders should read the Offer to Purchase and related materials because they contain important information. As of April 29, 2003, approximately 3,174,391 shares of Series B Preferred Stock have been tendered and not withdrawn.

The dealer manager for the tender offer is Lehman Brothers Inc. The information agent is D. F. King & Co., Inc.

Questions regarding the tender offer should be directed to Darrell Chiang at Lehman Brothers, at 800-438-3242 or 212-528-7581. Requests for tender offer documentation should be directed to D. F. King & Co., at 888-605-1956 or 212-269-5550.

This press release shall not constitute an offer to purchase or a solicitation of acceptance of the tender offer, which may be made only pursuant to the terms of the offer to purchase and related letter of transmittal. The tender offer is not being made to stockholders in any jurisdiction where the making or accepting of the offer would violate the laws of that jurisdiction. In any jurisdiction where the laws require the offer to be made by a licensed broker or dealer, the offer shall be deemed made on behalf of the Company by Lehman Brothers Inc. or one or more registered brokers or dealers under the laws of such jurisdiction.