

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

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(Print or Type Responses)

1. Name and Address of Reporting Person*
Christopher M. Jeffries
(Last) (First) (Middle)
c/o Millennium Partners
1995 Broadway
(Street)
New York, NY 10023
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Corrections Corporation of America (CXW)

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

4. Statement for Month/Day/Year February and April 2002

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (1)

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 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. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	2/11/02		S	7,448 (D)	\$17.50	3,391,485(2)(3)(4)	(3)(4) (3)(4)
Common stock, par value \$.01 per share	4/24/02		S	3,757 (D)	\$17.00	3,391,485(2)(3)(4)	(3)(4) (3)(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 4(b)(v).

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)
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| (2) Ownership as of the end of April 2002.

| (3) The 11,205 shares sold were directly owned by Christopher M. Jeffries. The amount of securities reported as beneficially owned following the reported transactions represent:

(A) Direct ownership by Income Opportunity Fund I LLC ("IOF") of \$15,000,000 principal amount of 10% convertible subordinated notes due 2008 (the "Notes") of the issuer, convertible into 1,261,087 shares of Common Stock based on a conversion rate of 84.07247 shares of Common Stock per \$1,000 principal amount of Notes (the "Conversion Rate"). As the managing member of IOF, Millennium Development Partners V LLC ("MDP V") has an indirect beneficial interest in these securities and as the controlling member of MDP V, Mr. Jeffries has an indirect beneficial interest in these securities.

(B) Direct ownership by Millennium Holdings III LLC ("MH III") of \$15,000,000 principal amount of the Notes, convertible into 1,261,087 shares of Common Stock based on the Conversion Rate. As the controlling member of MH III, Mr. Jeffries has an indirect beneficial interest in these securities.

(C) Direct ownership by Millennium Holdings II LLC ("MH II") of \$10,000,000 principal amount of the Notes, convertible into 840,724 shares of Common Stock based on the Conversion Rate. As the controlling member of MH II, Mr. Jeffries has an indirect beneficial interest in these securities.

(D) Direct ownership by MDP Ventures II LLC ("MDP Ventures") of 28,587 shares of Common Stock. As the managing member of MDP Ventures, Millennium Development Partners II LLC ("MDP II") has an indirect beneficial interest in these securities, and as the holder of a majority of the limited liability company interests of MDP II, Mr. Jeffries has an indirect beneficial interest in these securities.

| (4) The reporting person disclaims beneficial ownership in the securities of the issuer except to the extent of his pecuniary interest, if any, therein.

CHRISTOPHER M. JEFFRIES

/s/ Christopher M. Jeffries

February 20, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).