

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Grande Anthony L</u>  (Last) (First) (Middle) <u>10 BURTON HILLS BOULEVARD</u>  (Street) <u>NASHVILLE TN 37215</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORRECTIONS CORP OF AMERICA [ CXW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Development Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	05/17/2013		M		16,808	A	\$20.78	100,946 <sup>(1)</sup>	D	
CXW Common Stock	05/17/2013		M		823	A	\$17.57	101,769 <sup>(1)</sup>	D	
CXW Common Stock	05/17/2013		M		17,631	A	\$22.72	119,400 <sup>(1)</sup>	D	
CXW Common Stock	05/17/2013		S		35,262	D	\$39.1455	84,138 <sup>(1)</sup>	D	
CXW Common Stock	05/20/2013		A <sup>(2)</sup>		4,138	A	\$0.00	88,276 <sup>(3)</sup>	D	
CXW Common Stock	05/20/2013		J <sup>(4)</sup>		7,461	A	\$0.00	95,737 <sup>(3)</sup>	D	
CXW Common Stock	05/22/2013		M		14,700	A	\$9.13	110,437 <sup>(3)</sup>	D	
CXW Common Stock	05/22/2013		S		14,700	D	\$38.1579	95,737 <sup>(3)</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						Title
Employee Stock Option (right to buy)	\$20.78	05/20/2013		M			16,808	02/23/2011	02/23/2021	CXW Common Stock	16,808	\$0.00	17,220	D	
Employee Stock Option (right to buy)	\$17.57	05/20/2013		M			823	02/18/2010	02/18/2020	CXW Common Stock	823	\$0.00	60,285	D	
Employee Stock Option (right to buy)	\$22.72	05/20/2013		M			17,631	02/20/2008	02/20/2018	CXW Common Stock	17,631	\$0.00	20,481	D	
Employee Stock Option (right to buy)	\$9.13	05/22/2013		M			14,700	02/18/2009	02/18/2019	CXW Common Stock	14,700	\$0.00	36,555	D	

**Explanation of Responses:**

- Includes 24154 restricted stock units, each representing a contingent right to receive one share of issuer common stock.
- Represents dividend equivalent rights accrued on the reporting persons' underlying restricted stock units in conjunction with the issuer's payment of a special dividend on May 20, 2013 of \$6.63 per share of common stock. The dividend equivalent rights will be converted into, and paid in the form of, shares of the issuer's common stock on a one-for-one basis in connection with the vesting of the underlying restricted stock units to which the dividend equivalent rights relate and shall be subject to the same vesting and other restrictions as the original award.
- Includes 31132 restricted stock units, each representing a contingent right to receive one share of issuer common stock.
- On May 20, 2013, the Issuer paid a special dividend to stockholders of record on April 19, 2013. As a result of the special dividend, the reporting person received 7461 shares of common stock on May 20, 2013.

**Remarks:**

[Scott L. Craddock, Attorney in  
Fact](#) [05/22/2013](#)

\*\* 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.**