

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>MDP VENTURES II LLC</u>  (Last) (First) (Middle)  (Street)  (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			
Common Stock, par value \$.01 per share	02/11/2003		S		6,287	D	17.5	0	D <sup>(1)</sup>	
Common Stock, par value \$.01 per share	05/06/2003		S		500	D	21.76	0	D <sup>(1)</sup>	
Common Stock, par value \$.01 per share	05/06/2003		S		900	D	21.79	0	D <sup>(1)</sup>	
Common Stock, par value \$.01 per share	05/06/2003		S		1,000	D	21.77	0	D <sup>(1)</sup>	
Common Stock, par value \$.01 per share	05/06/2003		S		2,400	D	21.87	0	D <sup>(1)</sup>	
Common Stock, par value \$.01 per share	05/06/2003		S		17,500	D	21.75	0	D <sup>(1)</sup>	

**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					

1. Name and Address of Reporting Person\*  
MDP VENTURES II LLC  
 (Last) (First) (Middle)  
 (Street)  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MILLENNIUM DEVELOPMENT PARTNERS II LLC  
 (Last) (First) (Middle)  
 (Street)  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
JEFFRIES CHRISTOPHER M

(Last)	(First)	(Middle)
_____		
(Street)		
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. MDP Ventures II LLC (&quot;MDP Ventures&quot;) has a direct beneficial interest in the securities. Millennium Development Partners II LLC (&quot;Millennium Development&quot;) has an indirect beneficial interest in the securities as the managing member of MDP Ventures. Christopher M. Jeffries has an indirect beneficial interest in the securities as the holder of the majority of limited liability company interests of Millennium Development.

[Steven L. Hoffman, Vice  
President, MDP Ventures II  
LLC](#)      [05/09/2003](#)

\*\* 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.**

## Explanation of Responses

Relationship of Reporting Person(s) to Issuer: Other (specify below)

## Item 1. MDP Ventures II LLC

The reporting persons are members of a Section 13(d) group that owned, prior to the transactions reported by the Form 4's filed by other members of such group on the date hereof, more than 10% of the issuer's outstanding common stock, par value \$.01 per share ("Common Stock"). The reporting persons are no longer subject to Section 16 reporting because they are no longer members of a Section 13(d) group that owns more than 10% of the Common Stock. The reporting persons disclaim beneficial ownership in the securities of the issuer except to the extent of their pecuniary interest, if any, therein.

## Item 2. Millennium Development Partners II LLC

Millennium Development Partners II LLC ("Millennium Development") has an indirect beneficial interest in the securities owned by MDP Ventures II LLC ("MDP Ventures") as the managing member of MDP Ventures. Millennium Development disclaims beneficial ownership in the securities of the issuer except to the extent of its pecuniary interest, if any, therein.

Millennium Development Partners II LLC

By: /s/ Steven L. Hoffman

May 9, 2003

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Steven L. Hoffman  
Vice President-----  
Date:

## Item 3. Christopher M. Jeffries

Christopher M. Jeffries has an indirect beneficial interest in the securities owned by MDP Ventures in his capacity as the holder of the majority of the limited liability company interests of Millennium Development. Mr. Jeffries disclaims beneficial ownership in the securities of the issuer except to the extent of his pecuniary interest, if any, therein.

By: /s/ Christopher M. Jeffries

May 9, 2003

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Christopher M. Jeffries-----  
Date: