Registration No. 333-_

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CORRECTIONS CORPORATION OF AMERICA

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)

10 Burton Hills Boulevard Nashville, Tennessee (Address of Principal Executive Offices) **62-1763875** (I.R.S. Employer Identification No.)

> **37215** (Zip Code)

Corrections Corporation of America Amended and Restated 2000 Stock Incentive Plan (Full title of the plan)

> John D. Ferguson President and Chief Executive Officer Corrections Corporation of America 10 Burton Hills Boulevard Nashville, Tennessee 37215 (Name and address of agent for service)

(615) 263-3000 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common Stock	1,500,000 shares	\$ 33.935	\$ 50,902,500	\$ 6,450

(1) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on May 10, 2004.

TABLE OF CONTENTS

SIGNATURES EXHIBIT INDEX EX-5.1 OPINION OF BASS,BERRY & SIMS PLC EX-23.1 CONSENT OF ERNST & YOUNG LLP

Registration of Additional Securities

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering additional shares of common stock, \$.01 par value, of Corrections Corporation of America, a Maryland corporation (the "Registrant"), for the Registrant's Amended and Restated 2000 Stock Incentive Plan.

Incorporation by Reference of Earlier Registration Statements

The Registration Statement on Form S-8 (Registration No. 333-69352) previously filed by the Registrant with the Securities and Exchange Commission on September 13, 2001 is hereby incorporated by reference.

Item 8. Exhibits

Exhibit Number	Description
3.1	Amended and Restated Charter of the Company (previously filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (Commission File no. 001-16109), filed with the Commission on April 17, 2001 and incorporated herein by this reference).
3.2	Amendment to the Amended and Restated Charter of the Company effecting the reverse stock split of the Company's Common Stock and a related reduction in the stated capital stock of the Company (previously filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q (Commission File no. 001-16109), filed with the Commission on August 13, 2001 and incorporated herein by this reference).
3.3	Third Amended and Restated Bylaws of the Company (previously filed as Exhibit 3.3 to Amendment No. 3 to the Company's Registration Statement on Form S-4 (Reg. No. 333-96721), filed with the Commission on December 30, 2002 and incorporated herein by this reference).
4.1	Provisions defining the rights of stockholders of the Company are found in Article V of the Amended and Restated Charter of the Company, as amended (included as Exhibits 3.1 and 3.2 hereto), and Article II of the Third Amended and Restated Bylaws of the Company (included as Exhibit 3.3 hereto).
4.2	Specimen of certificate representing the Company's Common Stock (previously filed as Exhibit 4.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2001 (Commission File no. 001-16109), filed with the Commission on March 22, 2002 and incorporated herein by this reference).
5.1*	Opinion of Bass, Berry & Sims PLC regarding the validity of the additional shares of Common Stock being registered.
10.1	Corrections Corporation of America's Amended and Restated 2000 Stock Incentive Plan (previously filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (Commission File No. 001-16109), filed with the Commission on March 12, 2004 and incorporated herein by this reference).

II-2

Table of Contents

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23.1*	Consent of Ernst & Young LLP.
23.2	Consent of Bass, Berry & Sims PLC (included as part of Exhibit 5.1).
24	Power of Attorney (included on signature page).
* Filed herewi	th
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on this 13th day of May, 2004.

CORRECTIONS CORPORATION OF AMERICA

By: /s/ John D. Ferguson

John D. Ferguson President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints John D. Ferguson and Irving E. Lingo, Jr., and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ John D. Ferguson	President and Chief	May 13, 2004
John D. Ferguson	Executive Officer (Principal Executive Officer) and Director	
/s/ Irving E. Lingo, Jr.	Executive Vice President and Chief	May 13, 2004
Irving E. Lingo, Jr.	Financial Officer (Principal Financial and Accounting Officer)	
/s/ William F. Andrews	Chairman of the Board and Director	May 13, 2004
William F. Andrews	Board and Director	
/s/ Donna M. Alvarado	Director	May 13, 2004
Donna M. Alvarado		
/s/ Lucius E. Burch, III	Director	May 13, 2004
Lucius E. Burch, III		
/s/ John D. Correnti	Director	May 13, 2004
John D. Correnti		
	II-4	

Table of Contents

Signature	Title	Date
/s/ John R. Horne	Director	May 13, 2004
John R. Horne		
/s/ C. Michael Jacobi	Director	May 13, 2004
C. Michael Jacobi		
/s/ Thurgood Marshall, Jr.	Director	May 13, 2004
Thurgood Marshall, Jr.		
/s/ Charles L. Overby	Director	May 13, 2004
Charles L. Overby		
/s/ John R. Prann, Jr.	Director	May 13, 2004
John R. Prann, Jr.		
/s/ Joseph V. Russell	Director	May 13, 2004
Joseph V. Russell		
/s/ Henri L. Wedellm	Director	May 13, 2004
Henri L. Wedell		
	II-5	

EXHIBIT INDEX

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* Filed herewith

KNOXVILLE OFFICE 900 SOUTH GAY STREET, SUITE 1700 KNOXVILLE, TN 37902 (865) 521-6200

MEMPHIS OFFICE THE TOWER AT PEABODY PLACE 100 PEABODY PLACE, SUITE 950 MEMPHIS, TN 38103-2625 (901) 543-5900 BASS, BERRY & SIMS PLC A PROFESSIONAL LIMITED LIABILITY COMPANY ATTORNEYS AT LAW

REPLY TO: AMSOUTH CENTER 315 DEADERICK STREET, SUITE 2700 NASHVILLE, TN 37238-0002 (615) 742-6200 www.bassberry.com DOWNTOWN OFFICE: AMSOUTH CENTER 315 DEADERICK STREET, SUITE 2700 NASHVILLE, TN 37238-3001 (615) 742-6200

> MUSIC ROW OFFICE: 29 MUSIC SQUARE EAST NASHVILLE, TN 37203-4322 (615) 255-6161

May 14, 2004

Corrections Corporation of America 10 Burton Hills Boulevard Nashville, Tennessee 37215

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as your counsel in the preparation of the Registration Statement on Form S-8 (the "Registration Statement") relating to the Corrections Corporation of America Amended and Restated 2000 Stock Incentive Plan (the "Plan") filed by you with the Securities and Exchange Commission covering an aggregate of 1,500,000 shares (the "Shares") of common stock, \$.01 par value, issuable pursuant to the Plan.

In so acting we have examined and relied upon such records, documents, and other instruments as in our judgment are necessary or appropriate in order to express the opinion hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that the Shares, when issued pursuant to and in accordance with the Plan, will be validly issued, fully paid, and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Bass, Berry & Sims PLC

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2000 Stock Incentive Plan of Corrections Corporation of America of our report dated February 6, 2004 (except with respect to the matters discussed in the eleventh paragraph of Note 15 and the second paragraph of Note 17, as to which the date is February 19, 2004), with respect to the consolidated financial statements of Corrections Corporation of America, included in its Annual Report (Form 10-K) for the year ended December 31, 2003, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Nashville, Tennessee May 11, 2004