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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**CORRECTIONS CORPORATION OF AMERICA**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**62-1763875**  
(I.R.S. Employer  
Identification No.)

**10 Burton Hills Boulevard**  
**Nashville, Tennessee**  
(Address of Principal Executive Offices)

**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**

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<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share (1)</b>	<b>Proposed maximum aggregate offering price (1)</b>	<b>Amount of registration fee</b>
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.

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### 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

<u>Exhibit Number</u>	<u>Description</u>
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).

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<u>Exhibit Number</u>	<u>Description</u>
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 herewith



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

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

BASS, BERRY & SIMS PLC  
A PROFESSIONAL LIMITED LIABILITY COMPANY  
ATTORNEYS AT LAW

DOWNTOWN OFFICE:  
AMSOUTH CENTER  
315 DEADERICK STREET, SUITE 2700  
NASHVILLE, TN 37238-3001  
(615) 742-6200

MEMPHIS OFFICE  
THE TOWER AT PEABODY PLACE  
100 PEABODY PLACE, SUITE 950  
MEMPHIS, TN 38103-2625  
(901) 543-5900

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

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