WEDELL HENRI L

Form 4 May 16, 2011

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* WEDELL HENRI L

2. Issuer Name and Ticker or Trading

Symbol

**CORRECTIONS CORP OF** AMERICA [CXW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_\_ Director Officer (give title

10% Owner \_ Other (specify

10 BURTON HILLS BOULEVARD

(Street)

05/12/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

NASHVILLE, TN 37215

| (City)                               | (State)                                 | (Zip) Tabl  | le I - Non-I   | Derivative    | Secur     | ities A    | cquired, Dispose   | d of, or Benefic | ially Owned   |  |
|--------------------------------------|---|---|--|---------------|-----------|------------|--|------------------|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) |               |           | <b>)</b> ) | 5. Amount of 6. Securities Ownership Beneficially Form: Dir Owned (D) or Following Indirect (I Reported (Instr. 4) |                  | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
| CXW                                  |   |   | Code V   | 1 11110 01110 | or<br>(D) | Price      | Transaction(s) (Instr. 3 and 4)  |                  |   |  |
| Common<br>Stock                      | 05/12/2011                              |   | A  | 1,898<br>(1)  | A         | \$0        | 642,933  | D                |   |  |
| CXW<br>Common<br>Stock               |   |   |  |               |           |            | 75,890   | I                | Wedell<br>Spendthrift<br>Trust                        |  |
| CXW<br>Common<br>Stock               |   |   |  |               |           |            | 130,000  | I                | Wife  |  |
| CXW<br>Common                        |   |   |  |               |           |            | 69,000   | I                | Miller Trust  |  |

#### Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number proof 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 Underlying Securities (Instr. 3 and 4) |  |
|---|---|---|---|--|--|--|--------------------|---|--|
|   |   |   |   | Code V                                 | (A) (D)  | Date Exercisable   | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 26.35  | 05/12/2011                              |   | A(2)                                   | 4,868  | 05/12/2012(3)  | 05/12/2021         | CXW<br>Common<br>Stock  | 4,868                                  |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| • 5                            | Director      | 10% Owner | Officer | Other |  |  |
| WEDELL HENRI L                 |               |           |         |       |  |  |

WEDELL HENRI L

10 BURTON HILLS BOULEVARD X

NASHVILLE, TN 37215

#### **Signatures**

Scott Craddock, Attorney o5/16/2011 in Fact

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- (1) Restricted shares granted under the Company's 2008 Stock Incentive Plan upon the reelection of the reporting person to the Company's Board of Directors on May 12, 2011. Shares vest on the first anniversary of the grant.

**(2)** 

Reporting Owners 2

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Granted under the Company's 2008 Stock Incentive Plan upon the reelection of the reporting person to the Company's Board of Directors on May 12, 2011.

(3) Option will vest in full on the first anniversary date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.