

CORRECTIONS CORP OF AMERICA
 Form 4
 February 22, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hininger Damon T

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)
 10 BURTON HILLS BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP, Customer Relations

NASHVILLE, TN 37215

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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
CWX Common Stock	02/20/2008		A ⁽¹⁾		9,360	A	\$ 0
CWX Common Stock	02/22/2008		M		12,300	A	\$ 9.99
CWX Common Stock	02/22/2008		M		5,625	A	\$ 13.06
CWX Common	02/22/2008		S		325	D	\$ 26.05
							46,779

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Stock							
CWX Common Stock	02/22/2008	S	300	D	\$ 26.06	46,479	D
CWX Common Stock	02/22/2008	S	2,100	D	\$ 26.07	44,379	D
CWX Common Stock	02/22/2008	S	600	D	\$ 26.08	43,779	D
CWX Common Stock	02/22/2008	S	1,200	D	\$ 26.09	42,579	D
CWX Common Stock	02/22/2008	S	1,900	D	\$ 26.1	40,679	D
CWX Common Stock	02/22/2008	S	600	D	\$ 26.11	40,079	D
CWX Common Stock	02/22/2008	S	200	D	\$ 26.13	39,879	D
CWX Common Stock	02/22/2008	S	100	D	\$ 26.14	39,779	D
CWX Common Stock	02/22/2008	S	1,400	D	\$ 26.15	38,379	D
CWX Common Stock	02/22/2008	S	1,200	D	\$ 26.16	37,179	D
CWX Common Stock	02/22/2008	S	1,500	D	\$ 26.17	35,679	D
CWX Common Stock	02/22/2008	S	2,100	D	\$ 26.18	33,579	D
CWX Common Stock	02/22/2008	S	1,200	D	\$ 26.19	32,379	D
CWX Common Stock	02/22/2008	S	1,600	D	\$ 26.2	30,779	D

CWX Common Stock	02/22/2008	S	1,500	D	\$ 26.21	29,279	D
CWX Common Stock	02/22/2008	S	100	D	\$ 26.23	29,179	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.71	02/20/2008		A ⁽³⁾	32,425	02/20/2009 02/20/2018	CXW Common Stock 32
Employee Stock Option (Right to Buy)	\$ 9.99	02/22/2008		M	12,300	02/17/2008 02/17/2014	CXW Common Stock 12
Employee Stock Option (Right to Buy)	\$ 13.06	02/22/2008		M	5,625	02/16/2008 02/16/2015	CXW Common Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hininger Damon T			Senior VP, Customer Relations	

10 BURTON HILLS BOULEVARD
NASHVILLE, TN 37215

Signatures

Scott L. Craddock, Attorney
in Fact

02/22/2008

__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).

- Grant of restricted shares subject to vesting over a three-year period based upon satisfaction of certain performance criteria for the fiscal years ending December 31, 2008, 2009 and 2010. No more than one third of such shares may vest in the first performance period; however, the performance criteria are cumulative for the three-year period and are subject to accelerated vesting upon certain events (death, disability or certain "change in control" events).
- (1) Amounts in Column 5 of Table I include 8,329 shares beneficially owned through the company's 401(k) plan as updated to reflect the most recent plan statement.
 - (2) Grant of options to purchase up to the number of shares listed, with vesting to occur in equal increments over a three-year period on the anniversary dates of the grant.
 - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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