

FERGUSON JOHN D
Form 5
February 14, 2013

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

| | | | | | | |
|---|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | |
| FERGUSON JOHN D | | | CORRECTIONS CORP OF AMERICA [CXW] | | (Check all applicable) | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | 12/31/2012 | | <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| 10 BURTON HILLS BOULEVARD | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | Chairman | |
| (Street) | | | | | 6. Individual or Joint/Group Reporting | |
| NASHVILLE, TN 37215 | | | | | (check applicable line) | |
| (City) | (State) | (Zip) | | | <input checked="" type="checkbox"/> Form Filed by One Reporting Person | |
| | | | | | <input type="checkbox"/> Form Filed by More than One Reporting Person | |

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| CXW Common Stock | 02/24/2012 | Â | G | 144,174 D \$ 0 | 46,706 ⁽¹⁾ | D | Â |
| CXW Common Stock | 02/24/2012 | Â | G | 144,174 A \$ 0 | 144,174 | I | Calco Investments, LLC ⁽²⁾ |
| CXW Common | 12/27/2012 | Â | G | 30,000 D \$ 0 | 16,706 ⁽¹⁾ | D | Â |

Stock

| | | | | | | | | | |
|-------------------------|---|---|---|---|---|---|---------|---|---|
| Ferguson Financial, LLC | ^ | ^ | ^ | ^ | ^ | ^ | 137,661 | D | ^ |
| Ferguson Family Trust | ^ | ^ | ^ | ^ | ^ | ^ | 1,052 | D | ^ |

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

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 control number.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| FERGUSON JOHN D 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215 | X | | Chairman | |

Signatures

Scott Craddock, Attorney
In Fact
Date: 02/14/2013

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) Includes 3,441 shares beneficially owned through the company's 401(k) benefit plan, as updated to reflect the most recent plan statement for the reporting person.

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- (2) Calco Investments, LLC is a single member Tennessee limited liability company of which the reporting person is the sole member with governance rights. Certain financial rights in the LLC are held by the Carole S. Ferguson Trust, a residence trust for which the reporting person serves as trustee and of which the reporting person is a beneficiary. The shares indicated were transferred by gift by the reporting person to Calco Investments, LLC for estate planning purposes.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.