

OVERBY CHARLES L
Form 4
November 23, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
OVERBY CHARLES 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)
1101 WILSON BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

ARLINGTON, VA 22209

(City) (State) (Zip)

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

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 |
| CXW Common Stock | 11/22/2005 | | M ⁽¹⁾ | | 1,666 | A | \$ 17.25 |
| | | | | | | | 5,966 |
| CXW Common Stock | 11/22/2005 | | S ⁽¹⁾ | | 1,666 | D | \$ 44.91 |
| | | | | | | | 4,300 |
| CXW Common Stock | 11/22/2005 | | M ⁽¹⁾ | | 4,000 | A | \$ 17.49 |
| | | | | | | | 8,300 |
| CXW Common | 11/22/2005 | | S ⁽¹⁾ | | 4,000 | D | \$ 44.91 |
| | | | | | | | 4,300 |

Stock

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Director Stock Option (Right to Purchase) | \$ 17.25 | 11/22/2005 | | M | 1,666 | 12/13/2001 12/13/2011 | CXW Common Stock | 1,666 |
| Director Stock Option (Right to Purchase) | \$ 17.49 | 11/22/2005 | | M | 4,000 | 05/16/2002 05/16/2012 | CXW Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OVERBY CHARLES L 1101 WILSON BOULEVARD ARLINGTON, VA 22209 | X | | | |

Signatures

Todd J. Mullenger 11/23/2005

**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) Represents exercise of director stock options and sale of shares.

(2) Represents full exercise of director stock option completely vested as of December 13, 2001.

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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