#### **MULLENGER TODD**

Form 4 May 22, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

2005

0.5

January 31, Expires:

**OMB APPROVAL** 

Estimated average burden hours per

response...

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

obligations

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction 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 \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

**MULLENGER TODD** 

CORRECTIONS CORP OF

(Check all applicable)

AMERICA [CXW]

(Last) (First) (Middle) 3. Date of Earliest Transaction

X\_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year) 05/20/2013

10 BURTON HILLS BOULEVARD

below) EVP, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

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

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

Person

NASHVILLE, TN 37215

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

urities Acquired 5. Amount of

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquir		
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of		
(Instr. 3)		any	Code	(D)		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		
				(A)		

Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Code V Amount (D) Price

(A)

Α

Transaction(s) (Instr. 3 and 4)

**CXW** 

05/20/2013

4.138

 $107,569 \stackrel{(2)}{=} \stackrel{(3)}{=} D$ 

Stock

Common

 $A^{(1)}$ 

\$0

 $118,345 \stackrel{(2)}{=} \stackrel{(3)}{=} D$ 

**CXW** 

Common 05/20/2013 Stock

 $J^{(4)}$ 

10,776 A

\$0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namelana		
									Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

**MULLENGER TODD** 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215

EVP, CFO

## **Signatures**

Scott L. Craddock, Attorney in Fact

05/22/2013

\*\*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).

Represents dividend equivalent rights accrued on the reporting persons' underlying restricted stock units in conjunction with the issuer's payment of a special dividend on May 20, 2013 of \$6.63 per share of common stock. The dividend equivalent rights will be converted

- (1) into, and paid in the form of, shares of the issuer's common stock on a one-for-one basis in connection with the vesting of the underlying restricted stock units to which the dividend equivalent rights relate and shall be subject to the same vesting and other restrictions as the original award.
- (2) Includes 28292 restricted stock units, each representing a contingent right to receive one share of issuer common stock.
- (3) Includes shares of phantom stock representing right to acquire shares of issuer common stock upon separation of employment.
- On May 20, 2013, the Issuer paid a special dividend to stockholders of record on April 19, 2013. As a result of the special dividend, the reporting person received 7434 shares of common stock on May 20, 2013.

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.

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