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

#### **FORM 11-K**

# [X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

**OR** 

# [ ] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_

Commission file number 001-16109

# CORRECTIONS CORPORATION OF AMERICA 401(k) SAVINGS AND RETIREMENT PLAN

(Full title of the Plan)

#### CORRECTIONS CORPORATION OF AMERICA

(Name of the issuer of the securities held pursuant to the Plan)

#### 10 BURTON HILLS BLVD., NASHVILLE, TENNESSEE 37215

(Address and zip code of principal executive offices of the issuer)

# Corrections Corporation of America 401(k) Savings and Retirement Plan

Financial Statements and Schedule as of and for the years ended December 31, 2007 and 2006 Together With Report of Independent Registered Public Accounting Firm



### FINANCIAL STATEMENTS AND SCHEDULE

### **DECEMBER 31, 2007 AND 2006**

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#### Report of Independent Registered Public Accounting Firm

To the Administrative Committee Corrections Corporation of America 401(k) Savings and Retirement Plan:

We have audited the accompanying statements of net assets available for benefits of the Corrections Corporation of America 401(k) Savings and Retirement Plan as of December 31, 2007 and 2006 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor have we been engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Corrections Corporation of America 401(k) Savings and Retirement Plan as of December 31, 2007 and 2006 and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Brentwood, Tennessee June 19, 2008 LATTIMORE BLACK NORWAN & CAIN, PC

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

### **DECEMBER 31, 2007 AND 2006**

	2007	2006
ASSETS:		
INVESTMENTS, at fair value	\$ 171,594,379	\$ 143,857,593
RECEIVABLES:		
Employer contributions	8,157,436	7,475,073
Participants' contributions	630	643
Total receivables	8,158,066	7,475,716
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	179,752,445	151,333,309
Adjustment from fair value to contract value for fully benefit-responsive investment contract	64,481	136,501
NET ASSETS AVAILABLE FOR BENEFITS	\$ 179,816,926	\$ 151,469,810

The accompanying notes are an integral part of these financial statements.

# STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	2007	2006
NET ASSETS AVAILABLE FOR BENEFITS,		
beginning of year	\$ 151,469,810	\$ 117,558,263
ADDITIONS:		
Interest income	681,835	495,222
Dividends	1,343,941	979,545
Employer contributions	8,157,436	7,475,073
Participants' contributions	13,157,818	11,862,540
Net appreciation in fair value of investments	25,379,904	29,564,451
Total additions	48,720,934	50,376,831
DEDUCTIONS:		
Administrative expenses	166,201	132,576
Benefit distributions	20,207,617	16,332,708
Total deductions	20,373,818	16,465,284
NET ASSETS AVAILABLE FOR BENEFITS, end of year	\$ 179,816,926	\$ 151,469,810

The accompanying notes are an integral part of these financial statements.

#### NOTES TO FINANCIAL STATEMENTS

#### **DECEMBER 31, 2007 AND 2006**

#### 1. DESCRIPTION OF THE PLAN

The following description of the Corrections Corporation of America 401(k) Savings and Retirement Plan (the "Plan" or "CCA 401(k)") is provided for general purposes only. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

#### Plan Sponsor

The Plan's sponsor is CCA of Tennessee, LLC ("CCA of TN"), a wholly owned subsidiary of Corrections Corporation of America ("CCA" or the "Company") and successor by statutory conversion to CCA of Tennessee, Inc. The Plan is a defined contribution plan that was established by a predecessor of CCA on January 1, 1999 to provide retirement benefits to its employees. The Plan is designed to comply with the rules and regulations of the Internal Revenue Code of 1986, as amended (the "Code"), and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

#### Eligibility

Employees of the Company who are at least 18 years of age and have completed one year of service, as defined by the Plan, are eligible for participation in the Plan on the following January 1, April 1, July 1, or October 1 of the year in which they meet these eligibility requirements.

#### **Contributions**

The Plan allows eligible employees to contribute up to 90% of their pre-tax compensation, as defined by the Plan. The Plan also allows eligible participants to make Catch Up Contributions (as defined by the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA")).

The plan agreement indicates that the Company may provide discretionary employer "basic" and "matching" contributions. During 2007 and 2006, CCA provided discretionary matching contributions equal to 100% of each employee's contributions, up to 5% of the employee's eligible compensation. CCA did not provide a discretionary basic contribution during 2007 or 2006.

Plan sponsor and participant contributions may not exceed the maximum amount deductible for federal income tax purposes.

#### Vesting

Participants are fully vested in their employee and/or rollover contributions and the earnings (losses) thereon. Vesting in employer contributions is based on years of service. All active participants become vested in employer contributions and investment earnings (losses) thereon, according to the following schedule of service:

Less than two years	0%
Two years	20%
Three years	40%
Four years	80%
Five vears or more	100%

In the event of death, disability or upon attainment of the Plan's retirement age, as defined in the plan agreement, participants become fully vested in their employer contributions.

#### **Distributions**

Upon death, disability, retirement or termination of employment, participants or their beneficiaries may elect to receive a lump-sum distribution, payable in the form of cash and/or shares of the Company common stock of the vested portion of their account balance.

Participants who were participants in a plan assumed by the Company in connection with the acquisition of U.S Corrections Corporation in 1998, are offered the option of a hardship distribution. Cases of financial hardship are reviewed and approved by the plan administrator. A hardship distribution cannot be taken until the participant has exhausted other means of financing through the Plan or other plans maintained by the Company. A hardship can only be taken from the amounts accumulated in the participant's account through employee deferral contributions.

#### **Forfeitures**

Amounts not vested upon termination of employment are forfeited by participants and may be used to fund the Company's matching or basic contributions. At December 31, 2007 and 2006, unallocated non-vested accounts totaled approximately \$335,000 and \$341,000, respectively. During the years ended December 31, 2007 and 2006, total forfeitures of \$330,000 and \$300,000, respectively, were used to reduce employer contributions made in 2008 and 2007, respectively.

#### **Participant Loans**

A participant may borrow the lesser of \$50,000 or 50% of his or her vested account balance with a minimum loan amount of \$1,000. A participant may have only one loan outstanding at any time. Loans are repayable through payroll deductions over periods ranging up to 60 months. The loans are secured by the balance in the participant's account. Each loan bears an interest rate of prime plus 1% and is fixed over the life of the note. The interest rates on outstanding loans as of December 31, 2007 ranged from 5.00% to 9.25%.

#### **Plan Termination**

Although it has not expressed any intention to do so, the Company may terminate the Plan or trust agreement at any time. In the event of Plan termination, participants' interests in employer contributions will become fully vested, and the accounts will be paid in lump-sum distributions as soon as practicable after the termination.

#### **Trustee and Investment Custodians**

Frontier Trust Company ("Trustee") serves as the Plan's trustee. Frontier Trust Company also serves as the Plan's custodian for all plan assets except those invested in the Company common stock. Matrix Capital Bank Trust Services serves as custodian for plan assets invested in the Company common stock. (Collectively, Frontier Trust Company and Matrix Capital Bank Trust Services are referred to as the "Custodians").

#### **Voting Rights**

Each participant is entitled to exercise voting rights attributable to the shares of Company common stock allocated to his or her account and is notified by the Trustee prior to the time such rights are to be exercised.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### **Basis of Accounting**

The financial statements of the Plan are presented on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

As described in Financial Accounting Standards Board Staff Position ("FSP") AAG INV-1 and Statement of Position ("SOP") 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust. The Statement of Net Assets Available for Benefits presents the fair value of the investment in the common collective trust as well as the adjustment of the investment in the common collective trust from fair value to contract value relating to investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

#### **Recently Issued Accounting Standards**

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard ("SFAS") No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The provisions for SFAS No. 157, as they relate to the Plan, are to be applied prospectively. The Plan's management does not anticipate that the adoption of SFAS No. 157 will have a material impact on the Plan's results of operations or financial position.

#### **Investment Valuation and Income Recognition**

Investments are carried at market value as determined on the last day of the Plan year. Shares of mutual funds are valued at the net asset value of shares held by the plan at year end in an active market. Company common stock is valued at quoted market prices which approximate its fair value. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

The value of the Plan's interest in the Gartmore Morley Stable Value Fund, a common collective trust fund, is based upon the current value of and net investment gain or loss relating to the units of participation held by the Plan.

Loans to participants are valued at their outstanding balances which approximate fair value.

#### **Payment of Benefits**

Benefits are recorded when paid.

#### **Administrative Expenses**

All participants' accounts are charged a quarterly administrative fee to cover administrative costs. All costs not covered by this charge are borne by the Company and therefore, are not included in the accompanying statements of changes in net assets available for benefits. In 2007, the Company did not pay any administrative expenses for the Plan. In 2006, the Company paid administrative expenses in the amount of \$11,713.

#### **Risks and Uncertainties**

Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with investment securities, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Additionally, as of December 31, 2007 and 2006, approximately 48% and 50% of the Plan's investments were held in the Plan sponsor's common stock, respectively. As such, the underlying value of the overall investment holdings is dependent on the performance of the Plan sponsor's common stock and the market's evaluation of such performance.

#### 3. INVESTMENTS

Participants direct how their contributions and employer contributions made on their behalf are invested. At December 31, 2007, the Plan had eleven investment options, consisting of nine mutual funds, a common collective trust fund and the Company common stock. These investment options are described as follows:

- 1. The Gartmore Morley Stable Value Fund a common collective trust fund that seeks high current income, primarily through a diversified portfolio of high-quality fixed-income investments, consistent with capital preservation and prudent investment risk.
- Intermediate Bond Fund of America a mutual fund that seeks to provide current income
  and preservation of capital through a bond portfolio. It invests primarily in intermediate-term
  debt securities with quality ratings of A or better or unrated but determined to be of equivalent
  quality by the management. It may invest up to 10% of assets in securities rated BBB or Baa.
- 3. Washington Mutual Investors Fund a mutual fund that seeks current income and an opportunity for growth of principal through common stock investing. This fund invests primarily in U.S. stocks and invests primarily in common stocks of larger, more established companies that are listed on, or meet the financial listing requirements of, the New York Stock Exchange and have a strong record of earnings and dividends.
- 4. American Balanced Fund a mutual fund that seeks conservation of capital, current income and long-term growth of capital and income by investing in stocks, bonds and other fixed-income securities. This fund normally maintains at least 50% of assets in common stocks and at least 25% of assets in debt securities, including money market securities, thus, offering wide diversification and a balanced approach.
- 5. Hartford Growth Fund-A a mutual fund that seeks long-term growth of capital and future income rather than current income. This fund normally invests at least 65% of assets in equity securities of growth companies and may invest up to 20% of its total assets in securities of foreign issuers and non-dollar securities. It may invest in companies with a broad range of market capitalizations, but tends to focus on large capitalization companies with market capitalizations similar to those of companies in the Russell 1000 Growth Index.

- 6. **Fidelity Advisor Mid-Cap Fund-T** a mutual fund that seeks long-term growth of capital. This open-end fund seeks to meet its objective by investing at least 80% of its total assets primarily in equity securities of companies with medium market capitalizations that fall within the range of the S&P MidCap 400 Index.
- EuroPacific Growth Fund a mutual fund that seeks long-term growth of capital by investing primarily in stocks of issuers located in Europe and the Pacific Basin. The fund may also hold cash, money market instruments and fixed-income securities.
- 8. Wells Fargo Advantage Index Fund a mutual fund that seeks to approximate the total return of the S&P 500 Index. This fund normally invests all of its net assets in the S&P 500 Index Master Portfolio. Under normal conditions the Master Portfolio invests at least 80% of net assets in the same stocks and in substantially the same percentages as the S&P 500 Index.
- 9. Growth Fund of America a mutual fund that seeks long term growth of capital. This fund invests primarily in common stocks, with management of the fund selecting securities that it believes are reasonably priced and represent solid long-term investment opportunities. It may also invest up to 15% of assets in securities of issuers domiciled outside the United States and Canada and not included in Standard & Poor's 500 Composite Index. It may invest up to 10% of assets in lower quality nonconvertible debt securities.
- 10. Columbia Small Cap Value Fund a mutual fund that seeks long term capital growth. This fund normally invests at least 80% of assets in common stocks issued by domestic companies with market capitalizations equal to or less than the largest stock in the Russell 2000 Value Index.
- 11. Company Common Stock Corrections Corporation of America common stock.

The stated objectives of these funds are not necessarily indicators of actual performance.

The market value of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2007 and 2006 is as follows:

2007
\$ 17,923,231
\$ 9,152,773
\$ 13,030,227
\$ 82,602,297
2006
\$ 16,657,391
\$ 11,190,190
\$ 71,640,973

During 2007 and 2006, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by a net \$25,379,904 and \$29,564,451 respectively, as follows:

	2007	2006
Washington Mutual Investors Fund	\$ 343,650	\$ 2,279,932
Gartmore Morley Stable Value Fund	298,061	255,928
Fidelity Advisor Mid-Cap Fund – T	483,045	514,295
Wells Fargo Advantage Index Fund	51,511	160,203
Intermediate Bond Fund of America	21,906	(11,557)
EuroPacific Growth Fund	891,342	698,935
American Balanced Fund	249,029	523,310
Growth Fund of America	275,369	184,559
Columbia Small Cap Value Fund	(305,502)	195,295
Hartford Growth Fund-A	1,898,976	421,166
Company Common Stock	21,172,517	24,342,385
	\$ 25,379,904	\$ 29,564,451

#### 4. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated June 3, 2002, that the Plan, as amended, and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter; however, the Company's management believes that the Plan is qualified and the related trust was tax-exempt through the periods ended December 31, 2007 and 2006.

#### 5. RELATED PARTY TRANSACTIONS

Frontier Trust Company is the trustee and custodian of the Plan for all plan assets except those invested in Company common stock, and Matrix Capital Bank Trust Services is the custodian of the Company common stock. Therefore, transactions with these parties qualify as party-in-interest transactions. Investments held with these parties totaled \$2,512,702 and \$2,591,818 at December 31, 2007 and 2006, respectively. The Plan also held investments in loans to participants with a current value of \$9,977,553 and \$7,787,345 as of December 31, 2007 and 2006, respectively.

#### 6. RECONCILIATION TO FORM 5500

As of December 31, 2007 and 2006, the Plan had \$738,787 and \$510,659 respectively, of pending distributions to participants who elected to withdraw from the Plan. These amounts are recorded as a liability in the Plan's Form 5500; however, these amounts are not recorded as a liability in the accompanying statements of net assets available for benefits in accordance with accounting principles generally accepted in the United States of America.

The following is a reconciliation of the net assets available for benefits and benefits payable to participants at December 31, 2007 and 2006, per the financial statements to the Form 5500.

	Benefits Payable		Net Assets Available for Benefits		
		2007	2006	2007	2006
Per the financial statements Amounts allocated to withdrawing	\$	-	\$ -	\$179,816,926	\$151,469,810
participants		738,787	510,659	(738,787)	(510,659)
Per the Form 5500	\$	738,787	\$ 510,659	\$179,078,139	\$150,959,151

The following is a reconciliation of benefit distributions for the years ended December 31, 2007 and 2006, per the financial statements to the Form 5500.

	2007	2006
Per the financial statements	\$ 20,207,617	\$ 16,332,708
Add: Amounts allocated to withdrawing participants at end of year  Deduct: Amounts allocated to withdrawing participants at	738,787	510,659
end of prior year	(510,659)	(162,170)
Per the Form 5500	\$ 20,435,745	\$ 16,681,197

# 7. LIMITATION ON COMPANY STOCK FUND ELECTIONS AND TRANSFERS INTO THE COMPANY STOCK FUND

During 2006, the Plan Administrative Committee, with the approval of the Plan sponsor's Board of Directors, elected to implement a limit on the percentage of new contributions that plan participants are permitted to invest in the Company stock fund. Transfers into the Company stock fund from the Plan's other funds will also be subject to the same limitation.

Effective July 1, 2007, 25% is the maximum percentage of a participant's new contributions that are permitted to be invested in the Plan's Company stock fund. Participants who had elected to contribute more than 25% into the Company stock fund had their investment elections automatically adjusted to the 25% limit if they did not initiate the change on their own prior to the July 1, 2007 effective date. For participants whose investment elections were automatically adjusted, the excess percentage was invested in the plan's default fund, the American Balanced Fund.

Existing balances in the Company stock fund were not affected; however, requests to transfer funds into the Company stock fund will not be permitted if at the time of transfer, the transfer would cause the participant's Company stock fund balance to exceed 25% of the participant's total plan balance.

EIN: 62-1806755 Plan Number: 001

### Schedule H, Line 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

### **DECEMBER 31, 2007**

Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value **
*Frontier Trust Company	Interest bearing cash	\$ 1,331,505
*Matrix Capital Bank	Matrix Capital Bank Trust Services Premier Unitized Account	1,181,197
The American Funds Group	Intermediate Bond Fund of America	5,955,798
The American Funds Group	American Balanced Fund	9,152,773
The American Funds Group	Washington Mutual Investors Fund	17,923,231
The American Funds Group	EuroPacific Growth Fund	6,976,944
Fidelity Investments	Fidelity Advisor Mid-Cap Fund – T	6,454,901
The American Funds Group	Growth Fund of America	3,740,780
Columbia Funds	Columbia Small Cap Value Fund	2,642,718
Wells Fargo Investments	Wells Fargo Advantage Index Fund	2,398,898
Hartford Mutual Funds	Hartford Growth Fund – A	13,030,227
Gartmore Financial	Gartmore Morley Stable Value Fund	8,225,557
*CCA	CCA Common Stock	82,602,297
*Various plan participants	Loans to participants (interest rates from 5.00% to 9.25%)	9,977,553
	Total Investments	\$171,594,379

<sup>\*</sup> Indicates party-in-interest.
\*\* Cost information is not required for participant-directed investments.

#### **SIGNATURES**

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 24, 2008

Corrections Corporation of America 401(k)

Savings and Retirement Plan

By: Name:

Todd J Mullenger

Title:

e: Executive Vice President, Chief

Financial Officer and Treasurer of CCA of Tennessee, LLC, the Plan Administrator, and of Corrections Corporation of America, the sole member of CCA of Tennessee, LLC

### **INDEX OF EXHIBITS**

Exhibit Number	Description of Exhibits
23	Consent of Lattimore Black Morgan & Cain, PC, Independent Registered Public Accounting Firm



#### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Reg. No. 333-69358) of Corrections Corporation of America of our report dated June 19, 2008, relating to the financial statements of the Corrections Corporation of America 401(k) Savings and Retirement Plan, which appear in this Form 11-K.

Brentwood, Tennessee
June 19, 2008

END