

MCCABE ROBERT A JR
Form 4
November 16, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MCCABE ROBERT A JR

2. Issuer Name and Ticker or Trading Symbol
PINNACLE FINANCIAL PARTNERS INC [PNFP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
150 THIRD AVE SOUTH, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2011

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

(Street)
NASHVILLE, TN 37201

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 (D) or Price (A)		
Salary Stock Unit ⁽¹⁾	11/15/2011		A		936 ⁽¹⁾	A	\$ 0 14,039 D
PNFP Common Stock	11/15/2011	11/15/2011	S		19,396 ⁽²⁾	D	\$ 14.82 324,649 D
PNFP Common Stock	11/15/2011	11/15/2011	M		10,000	A	\$ 5 334,649 D
PNFP							146,511 I IRA

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Common Stock				
PNFP Common Stock	2,370	I	IRA-Spouse	
PNFP Common Stock	184	I	By Daughter	
PNFP Common Stock	2,652	I	By Spouse	
PNFP Common Stock	159	I	By Daughter	
PNFP Common Stock	19,379	I	401K Plan	

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

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SEC 1474
(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5	11/15/2011		M	10,000	<u>(3)</u> 02/01/2012	PNFP Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MCCABE ROBERT A JR
150 THIRD AVE SOUTH
SUITE 900
NASHVILLE, TN 37201

X CHAIRMAN

Signatures

/s/ Robert A.
McCabe, Jr.

11/16/2011

 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).

Restricted stock units that were awarded, effective 11/15/2011, by the Human Resources and Compensation Committee of the Board of Directors of Pinnacle Financial Partners, Inc. (the "Company") pursuant to a Salary Stock Unit Award Agreement (the "Agreement"), the form of which is filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (the "Form 8-K") filed with the Securities and

(1) Exchange Commission on March 2, 2011. The restricted stock units are immediately vested and are payable solely in a like number of shares of the Company's common stock on, or as soon as administratively practical following, December 30, 2011, or if earlier the reporting person's death (the "Settlement Date"), but in no event later than two and one-half months following the Settlement Date. For additional information regarding the restricted stock units please see the Form 8-K and the copy of the Agreement filed therewith.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.82 to \$14.83.

(2) The reporting person undertakes to provide to Pinnacle Financial Partners, Inc., any security holder of Pinnacle Financial Partners, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(3) The options vested in annual 20% increments over a period of 5 years beginning on the first anniversary of the issue date (February 1, 2002). The options were fully vested on February 1, 2007.

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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