

CARPENTER HAROLD R
Form 4
January 03, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARPENTER HAROLD R

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)
12/29/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP & CFO

(Street)
NASHVILLE, TN 37201

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 (A) or (D)	Price	
Salary Stock Unit	12/29/2011		A		279 ⁽¹⁾	A \$ 0	6,689 ⁽²⁾ D
PNFP Common Stock	12/30/2011		F		1,467 ⁽³⁾	D \$ 16.41	68,727 ⁽⁴⁾ D
PNFP Common Stock							21,000 I IRA
PNFP Common							8,184 I 401(k)

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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARPENTER HAROLD R 150 THIRD AVE SOUTH SUITE 900 NASHVILLE, TN 37201	EVP & CFO

Signatures

/s/ Harold R.
Carpenter 01/03/2012

**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) Restricted salary stock units that were awarded, effective 12/29/2011, 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 Exchange Commission on March 2, 2011. The restricted salary 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

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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 salary stock units please see the Form 8-K and the copy of the Agreement filed therewith.

- (2) Effective December 30, 2011, the restricted salary stock units issued to the reporting person in 2011 were settled into 6,689 shares of the company's common stock.

- (3) The transaction represents the payment of the withholding tax liability associated with the issuance of shares of the Company's common stock on December 30, 2011 in settlement of the restricted salary stock units issued to the reporting person in 2011 by the Company's withholding of shares of the Company's common stock having a value equal to the withholding tax liability based on the closing price of the Company's common stock on December 29, 2011.

- (4) Includes 5,222 shares of the company's common stock (net of the tax withholding reported in footnote 3) issued in settlement of the restricted salary stock units issued to the reporting person throughout 2011.

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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