

PINNACLE FINANCIAL PARTNERS INC
 Form 4
 August 21, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Scott Gary L

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)
 211 COMMERCE ST, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2008

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

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 or Price		
PNFP Common Stock	08/19/2008		M		11,005 A \$ 15.6	63,228	D
PNFP Common Stock	08/20/2008		M		37,240 A \$ 12.89	100,468	D
PNFP Common Stock	08/19/2008		S		7,575 D \$ 24.97	92,893	D
PNFP Common	08/20/2008		S		29,842 D \$ 24.75	63,051	D

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Stock									
PNFP Common Stock	08/21/2008	S	5,187	D	\$ 24.17	57,864	D		
PNFP Common Stock	08/21/2008	S	3,037	D	\$ 24.07	54,827	D		
PNFP Common Stock	08/21/2008	S	2,604	D	\$ 23.85	52,223	D		
PNFP Common Stock						6,206	I		By Spouse

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

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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 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 15.6	08/19/2008		M	11,005	11/30/2007 ⁽¹⁾	09/01/2016	Common Stock	11,005
Employee Stock Options (right to buy)	\$ 12.89	08/20/2008		M	37,240	11/30/2007 ⁽²⁾	09/06/2015	Common Stock	37,240

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott Gary L 211 COMMERCE ST SUITE 300 NASHVILLE, TN 37201	X			

Signatures

/s/ Gary L. Scott 08/21/2008

__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).

The option is fully exercisable as of November 30, 2007, the date that Pinnacle Financial Partners, Inc. Prior to consummation of the merger, the option reflected the right to buy shares of Mid-America common stock and was exercisable in 10 equal installments beginning on the one year anniversary of the September 1, 2006 grant date.

The option is fully exercisable as of November 30, 2007, the date that Pinnacle Financial Partners, Inc. Prior to consummation of the merger, the option reflected the right to buy shares of Mid-America common stock and was exercisable in 5 equal installments beginning on the one year anniversary of the September 5, 2005 grant date.

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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