

MCCABE ROBERT A JR
Form 4
August 18, 2011

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 *
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 AVENUE
SOUTH, SUITE 900

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2011

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

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 | 08/16/2011 | | A | | 26,122 (1) | A | \$ 0 335,338 D |
| PNFP Common Stock | 08/16/2011 | | A | | 8,707 (2) | A | \$ 0 344,045 D |
| Salary Stock Units | | | | | | | 7,148 D |
| PNFP | | | | | | | 146,511 I IRA |

| | | | | |
|-------------------|--------|---|------------|--|
| Common Stock | | | | |
| PNFP Common Stock | 15,260 | I | 401(k) | |
| PNFP Common Stock | 2,370 | I | IRA-Spouse | |
| PNFP Common Stock | 2,652 | I | Spouse | |
| PNFP Common Stock | 184 | I | Daughter | |
| PNFP Common Stock | 159 | I | Daughter | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |

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

X

CHAIRMAN

Signatures

/s/ Robert A.
McCabe, Jr.

08/18/2011

__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).
- (1) Shares of restricted stock for which the forfeiture restrictions lapse 20% on the first anniversary of the date of grant and 40% each anniversary thereafter so long as the issuer has net income greater than \$0 for the fiscal year immediately preceding the vesting date.

Shares of restricted stock for which the restrictions lapse ratably over a period of three years (but not earlier than two years from the date of grant), subject to the issuer achieving certain predetermined pre-tax net income and soundness thresholds for each of the 2011, 2012, and 2013 fiscal years, or, in the event that a threshold is not achieved in a particular fiscal year, certain cumulative thresholds for the 2011-2013 fiscal years.
- (2)

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.