

CARPENTER HAROLD R
Form 4
January 03, 2012

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 *
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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2011

____ Director
 Officer (give title below) _____ Other (specify below)
EVP & CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or 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.

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 Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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
Date

**Signature of Reporting Person

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

Edgar Filing: CARPENTER HAROLD R - Form 4

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.

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.