

QUEENER HUGH M
Form 4
January 24, 2012

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 *
QUEENER HUGH M

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)
01/18/2012

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

NASHVILLE, TN, X1 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		
PNFP Common Stock	01/23/2012		M		17,000 A \$ 16.93	216,243	D
PNFP Common Stock	01/24/2011		M		10,000 A \$ 16.71	226,243	D
PNFP Common Stock	01/24/2012		S		3,701 D \$ 16.71 ⁽¹⁾	222,542	D
PNFP Common Stock	01/20/2012		S		22,498 D \$	200,044	D

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Common Stock					16.67 (2)			
PNFP Common Stock	01/18/2012	F	107	D	\$ 16	199,937	D	
PNFP Common Stock	01/18/2012	F	296	D	\$ 16.12	199,641	D	
PNFP Common Stock	01/18/2012	F	2,437	D	\$ 16.93	197,204	D	
PNFP Common Stock						53,420	I	Rollover IRA
PNFP Common Stock						1,226	I	IRA
PNFP Common Stock						500	I	IRA-Spouse
PNFP Common Stock						3,884	I	401K Plan

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.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option	\$ 4.96	01/23/2012		M	17,000	(3)	02/01/2012	PNFP Common Stock	17,000

(Right to Buy)

Employee Stock

Option	\$ 4.96	01/24/2012	M	10,000	<u>(3)</u>	02/01/2012	PNFP Common Stock	10,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUEENER HUGH M 150 THIRD AVE SOUTH SUITE 900 NASHVILLE, TN, X1 37201			CAO	

Signatures

/s/ Hugh M.
Queener

01/24/2012

**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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.69 to \$16.73. 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.
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.66 to \$16.71. 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). 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. 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.