

TURNER M TERRY
Form 4
February 28, 2013

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 *
TURNER M TERRY

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)
02/26/2013

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

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 | 02/28/2013 | | A | | 44,984 ⁽¹⁾ | A | \$ 0 |
| PNFP Common Stock | 02/26/2013 | | M | | 25,000 | A | \$ 6.65 |
| PNFP Common Stock | 02/26/2013 | | S | | 12,900 | D | \$ 21.14 |
| PNFP | | | | | 22,000 ⁽²⁾ | | |

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Common
Stock

PNFP
Common
STock

22,224

I

401K

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 6.65 | 02/26/2013 | | M | 25,000 | <u>(3)</u> 02/26/2013 | PNFP Common Stock | 25,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TURNER M TERRY 150 THIRD AVE SOUTH SUITE 900 NASHVILLE, TN 37201 | X | | CEO | |

Signatures

M. Terry Turner 02/28/2013

**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).

- Restricted shares issued in settlement of performance based restricted share units. Restrictions on the restricted shares lapse pro rata over a five year period based on the achievement of soundness thresholds in each fiscal year prior to the annual vesting date. Such soundness thresholds are established at the beginning of each fiscal year by the Human Resources and Compensation Committee of the Board of Directors.
- (1)
 - (2) Represents shares of common stock held in an IRA for the benefit of the reporting person that were previously reported as being indirectly owned.
 - (3) The options vested in annual 20% increments over a period of five years beginning on the first anniversary of the issue date (February 26, 2003). Options were fully vested on February 26, 2008.

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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