

PINNACLE FINANCIAL PARTNERS INC

Form 4

August 27, 2014

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 AVE SOUTH, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2014

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

(Street)
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	(A) or (D)	Price			
PNFP Common Stock	08/25/2014		S		30,000	D		\$ 35.91 (1)	447,337	D	
PNFP Common Stock	08/26/2014		M		19,715	A		\$ 23.88	467,052	D	
PNFP Common Stock	08/26/2014		S		19,115	D		\$ 36.03 (3)	447,937	D	
PNFP									146,511	D	

Common Stock						
PNFP Common Stock	2,370	I	IRA-Spouse			
PNFP Common Stock	184	I	By Daughter			
PNFP Common Stock	2,652	I	By Spouse			
PNFP Common Stock	23,859	I	401K Plan			
PNFP Common Stock	159	I	By Daughter			

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 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)	\$ 23.88	08/26/2014		M	19,715	<u>(2)</u>	01/19/2015	PNFP Common Stock	19,715

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

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

X

CHAIRMAN

Signatures

/s/ Robert A.
 McCabe, Jr.

08/27/2014

__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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.78 to \$36.18.

(1) 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 options vested in annual 20% increments over a period of five years beginning on the first anniversary of the issue date (January 19, 2005). Options were fully vested on January 19, 2010.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.14.

(3) 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.

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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