

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  
(Street)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| PNFP Common Stock               | 08/25/2014                           |  | S                              |   | 30,000  | D  |   |
|                                 |                                      |  |                                |   | \$ 35.91  |  |   |
|                                 |                                      |  |                                |   | (1)   |  |   |
| PNFP Common Stock               | 08/26/2014                           |  | M                              |   | 19,715  | A  |   |
|                                 |                                      |  |                                |   | \$ 23.88  |  |   |
| PNFP Common Stock               | 08/26/2014                           |  | S                              |   | 19,115  | D  |   |
|                                 |                                      |  |                                |   | \$ 36.03  |  |   |
|                                 |                                      |  |                                |   | (3)   |  |   |
| 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.

**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) |                   |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
|  |  |                                      |  | 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

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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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