MCCABE ROBERT A JR

Form 4

November 30, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** MCCABE ROBERT A JR | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|-----------|--|---|--|--|--|
| | | | PINNACLE FINANCIAL PARTNERS INC [PNFP] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | _X_ Director 10% Owner _X_ Officer (give title Other (specify | | | |
| 150 THIRD AVE SOUTH, SUITE 900 | | TH, SUITE | 11/30/2011 | below) below) CHAIRMAN | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| MACHWILL | TN 3720 | 1 | | Form filed by More than One Reporting | | | |

NASHVILLE, TN 37201

| Person |
|--------|

| (City) | (State) | (Zip) Tak | ole I - Non- | -Derivative | Secu | rities 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. Transactic Code (Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4) | sposed | of (D) | 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) | | |
| Salary Stock Unit (1) | 11/30/2011 | | A | 972 (1) | A | \$ 0 | 15,011 | D | | | |
| PNFP Common Stock | 11/15/2011 | 11/15/2011 | S | 19,396 | D | \$ 14.82 (2) | 324,649 | D | | | |
| PNFP Common Stock | 11/15/2011 | 11/15/2011 | M | 10,000 | A | \$ 5 | 334,649 | D | | | |
| PNFP | | | | | | | 146,511 | I | IRA | | |

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| 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 | 159 | I | By Daughter | | | | |
| PNFP Common Stock | 19,379 | I | 401K Plan | | | | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | | | | | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

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SEC 1474

(9-02)

| 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. Transactic Code (Instr. 8) | 5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Derivative Securities (Month/Day/Acquired (A) or Disposed of (D) (Instr. 3, 4, | | ate | 7. Title and L Underlying S (Instr. 3 and | Securities |
|---|---|--------------------------------------|---|--|--|----|--|--------------------|-------------------------|---|------------|
| | | | | Code V | (A) (D) |) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (Right to Buy) | \$ 5 | 11/15/2011 | | M | 10,0 | 00 | (3) | 02/01/2012 | PNFP Common Stock | 10,000 | |

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

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

CHAIRMAN

Signatures

/s/ Robert A.
McCabe, Jr.

11/30/2011

**Signature of Reporting Date
Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Restricted stock units that were awarded, effective 11/30/2011, 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

- (1) Exchange Commission on March 2, 2011. The restricted 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 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 stock units please see the Form 8-K and the copy of the Agreement filed therewith.
 - The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.82 to \$14.83.

 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). The 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.

Signatures 3