

PINNACLE FINANCIAL PARTNERS INC  
Form 4  
March 04, 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 \*  
**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)  
**02/28/2014**

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               | 02/28/2014                           |  | A                              |   | 48,246 <sup>(1)</sup>   | A  | \$ 0  | 543,110 | D |     |
| PNFP Common Stock               | 02/28/2014                           |  | F                              |   | 2,461   | D  | \$ 35.62  | 540,649 | D |     |
| PNFP Common Stock               | 02/28/2014                           |  | S                              |   | 21,600  | D  | \$ 35.99  | 519,049 | D |     |
| PNFP                            |                                      |  |                                |   |   |  |   | 22,000  | I | IRA |

Common  
Stock

PNFP  
Common  
STock

23,822 I 401K

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

/s/ M. Terry  
Turner 03/04/2014

\*\*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).

Restricted shares issued in settlement of performance based restricted share units. Restrictions on the restricted shares lapse pro rata over  
(1) a five year period based on the achievement of soundness thresholds in each fiscal year prior to the annual vesting date. Such soundness thresholds have been established by the Human Resources and Compensation Committee of the Board of Directors.

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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