

PINNACLE FINANCIAL PARTNERS INC

Form 4

January 23, 2008

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 *
QUEENER HUGH M

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)
211 COMMERCE ST., SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CAO

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)
PNFP Common Stock	01/18/2008		A	(A) V Amount (D) Price 3,487 (1) A \$ 21.51	21,728	D	
PNFP Common Stock	01/18/2008		A	(A) V Amount (D) Price 3,487 (2) A \$ 21.51	25,215	D	
PNFP Common Stock					44,000	I	Joint w/spouse IRA
PNFP Common Stock					53,120	I	Rollover IRA

Stock

PNFP

Common
Stock

926

I

IRA

PNFP

Common
Stock

3,919

I

401(k)
Plan

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)	\$ 21.51	01/18/2008		A	21,253	<u>(3)</u> 01/18/2018	PNFP Common Stock	21,253	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUEENER HUGH M 211 COMMERCE ST. SUITE 300 NASHVILLE, TN 37201			CAO	

Signatures

Hugh M. Queener
01/23/2008
Date

__Signature of
Reporting Person

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 forfeiture restrictions for the restricted shares lapse over the shorter period of ten years or the period of time between the issue date
(1) (January 18, 2008) and the date on which the recipient turns 65 years of age. Restrictions will lapse annually in equal increments, beginning on the first anniversary (January 18, 2009) of the issue date.
- (2) Shares of restricted stock for which the forfeiture restrictions lay over a period of three years, subject to the issuer achieving predetermined, fully diluted earnings per share and soundness thresholds during the period.
- (3) The options will vest in annual 20% increments over a period of five years, beginning on the first anniversary (January 18, 2009) of the issue date (January 18, 2008). Options will become fully vested January 18, 2013.

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.