

PINNACLE FINANCIAL PARTNERS INC
 Form 4
 August 05, 2015

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 *
 Brock Charles E

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/31/2015

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

PO BOX 25107

(Street)

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

CHATTANOOGA, TN 37422-5107

(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 | 07/31/2015 | | A | | 22,500 | A | <u>(1)</u> 22,500 | D |
| PNFP Common Stock | 08/03/2015 | | A | | 753 <u>(2)</u> | A | \$ 0 23,253 | D |
| PNFP Common Stock | 07/31/2015 | | A | | 8,910 | A | <u>(3)</u> 8,910 <u>(4)</u> | I |

By spouse as TNUTMA custodian for daughters

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 |
| Director Stock Option (right to buy) | \$ 13.34 | 07/31/2015 | | A | 18,750 | 07/31/2015 04/19/2017 | Common Stock 18,750 |
| Director Stock Option (right to buy) | \$ 20 | 07/31/2015 | | A | 2,746 | 07/31/2015 12/31/2019 | Common Stock 2,746 |
| Director Stock Option (right to buy) | \$ 20 | 07/31/2015 | | A | 2,806 | 07/31/2015 12/31/2021 | Common Stock 2,806 |
| Director Stock Option (right to buy) | \$ 25 | 07/31/2015 | | A | 1,781 | 07/31/2015 01/31/2023 | Common Stock 1,781 |
| Director Stock Option (right to buy) | \$ 25 | 07/31/2015 | | A | 5,000 | 07/31/2015 03/28/2023 | Common Stock 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brock Charles E PO BOX 25107 CHATTANOOGA, TN 37422-5107 | X | | | |

Signatures

/s/ Charles E.
Brock

08/05/2015

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).
 - (1) Received in exchange for 45,000 shares of CapitalMark Bank & Trust Common Stock in connection with the merger (the "Merger") of CapitalMark Bank & Trust with and into Pinnacle Bank, a wholly-owned subsidiary of Pinnacle Financial Partners, Inc. ("Pinnacle Financial") On July 31, 2015, the closing price of Pinnacle Financials' common stock was \$53.09.
 - (2) Restricted shares with restrictions that lapse on February 28, 2016 based on attendance at Pinnacle Board and Committee meetings to which the above-named officer serves.
 - (3) Received in exchange for 17,820 shares of CapitalMark Bank & Trust Common Stock in connection with the Merger. On July 31, 2015, the closing price of Pinnacle Financials' common stock was \$53.09.
 - (4) The reporting person disclaims beneficial ownership of these shares, and this report should not be deemed an admission that the reporting person is the beneficial owner of these shares for the purposes of Section 16 or for any other purposes.
 - (5) Received in the Merger in exchange for a stock option to acquire 37,500 shares of CapitalMark Bank & Trust common stock for \$6.67 per share.
 - (6) Received in the Merger in exchange for a stock option to acquire 5,491 shares of CapitalMark Bank & Trust common stock for \$10.00 per share.
 - (7) Received in the Merger in exchange for a stock option to acquire 5,611 shares of CapitalMark Bank & Trust common stock for \$10.00 per share.
 - (8) Received in the Merger in exchange for a stock option to acquire 3,562 shares of CapitalMark Bank & Trust common stock for \$12.50 per share.
 - (9) Received in the Merger in exchange for a stock option to acquire 10,000 shares of CapitalMark Bank & Trust common stock for \$12.50 per share.

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.