

PINNACLE FINANCIAL PARTNERS INC

Form 4

January 22, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
QUEENER HUGH M

(Last) (First) (Middle)

150 THIRD AVE SOUTH, SUITE
900

(Street)

NASHVILLE, TN, X1 37201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PINNACLE FINANCIAL
PARTNERS INC [PNFP]

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	01/22/2013		D	1,899 (1)	D \$ 0	220,514	D
PNFP Common Stock	12/18/2013		G	500 (3)	D (3)	220,014	D
PNFP Common Stock	01/18/2014		F	114 (2)	D \$ 31.15	219,900	D
PNFP	01/20/2014		F	316 (2)	D \$	219,584	D

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Common Stock	31.15			
PNFP Common Stock	53,420	D		
PNFP Common Stock	1,226	D		
PNFP Common Stock	500	I		IRA-Spouse
PNFP Common Stock	3,893	I		401K Plan

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
QUEENER HUGH M 150 THIRD AVE SOUTH SUITE 900 NASHVILLE, TN, X1 37201	CAO

Signatures

/s/ Hugh M.
Queener

01/22/2014

__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).

(1) Forfeiture of restricted shares due to failure to achieve performance objectives during fiscal years 2010 and 2011.

(2) Represents shares withheld for taxes upon the vesting of certain restricted share awards.

(3) Bona fide gift

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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