

CARPENTER HAROLD R

Form 4

January 22, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARPENTER HAROLD R

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 STREET, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP & CFO

(Street)
NASHVILLE, TN 37201

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	01/20/2009		D	858 ⁽¹⁾	D \$ 0	17,156	D
PNFP Common Stock	01/20/2009		A	7,905 ⁽²⁾	A \$ 20.09	25,061	D
PNFP Common Stock	01/20/2009		A	2,635 ⁽³⁾	A \$ 20.09	27,696	D
PNFP						21,000	I IRA

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Common
Stock

PNFP
Common
Stock

5,636

I

401(k)
Plan

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

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SEC 1474
(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. Nu
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARPENTER HAROLD R 211 COMMERCE STREET SUITE 300 NASHVILLE, TN 37201			EVP & CFO	

Signatures

/s/ Harold R.
Carpenter

01/22/2009

**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) Forfeitures of restricted stock for which the performance thresholds were not met in accordance with the 2006 grant agreement.
The forfeiture restrictions for the restricted shares lapse over the shorter period of ten years or the period between the issue date and the
- (2) date on which the recipient turns age 65. Restrictions will lapse annually in equal increments, beginning on the first anniversary of the issue date.
- (3) Shares of restricted stock for which the forfeiture restrictions lapse over a period of three years, subject to the issuer achieving certain predetermined, fully diluted earnings per share and soundness thresholds during the period.

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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