

PINNACLE FINANCIAL PARTNERS INC
 Form 4
 January 22, 2009

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)
01/20/2009

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

NASHVILLE, X1 37201
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
PNFP Common Stock	11/03/2009		G	725 ⁽⁴⁾ D \$ 0	24,640	D	
PNFP Common Stock	01/20/2009		D	1,239 ₍₁₎ D \$ 0	23,401	D	
PNFP Common Stock	01/20/2009		A	9,646 ₍₂₎ A \$ 20.09	33,047	D	
PNFP Common	01/20/2009		A	3,215 ₍₃₎ A \$ 20.09	36,262	D	

Stock				
PNFP Common Stock	42,750	I	Joint With Spouse	
PNFP Common Stock	53,420	I	Rollover IRA	
PNFP Common Stock	1,226	I	IRA	
PNFP Common Stock	500	I	IRA - Spouse	
PNFP Common Stock	3,850	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						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
				CAO

QUEENER HUGH M
211 COMMERCE ST.
SUITE 300
NASHVILLE, X1 37201

Signatures

/s/ Hugh M.
Queener

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.
- (4) 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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