

PUCKETT R STAN  
Form 4  
January 02, 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 \*  
PUCKETT R STAN

2. Issuer Name and Ticker or Trading Symbol  
GREEN BANKSHARES, INC.  
[GRNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 N MAIN ST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2008

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

GREENVILLE, TN 37743

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |
| GRNB - Common Stock             | 12/31/2008                           |  | M                              |   | 1,009<br>(1)  | A  | \$ 12.24 119,197 D                |
| GRNB - Common Stock             | 12/31/2008                           |  | J                              | V   | 1,745<br>(2)  | A  | (3) 120,942 D                     |
| GRNB - Common Stock             | 12/31/2008                           |  | J                              | V   | 692 (4)   | A  | (4) 121,634 D                     |

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Option to purchase GRNB Common Stock       | \$ 12.24   | 12/31/2008                           |  | M                              | 9,000<br><u>(1)</u>  | 12/31/1998 12/31/2008                                    | GRNB - Common Stock   | 9,000                         |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| PUCKETT R STAN<br>100 N MAIN ST<br>GREENVILLE, TN 37743 | X             |           | Chairman & CEO |       |

## Signatures

James E. Adams, POA 01/02/2009

\*\*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) Mr. Puckett exchanged 7,991 shares of GRNB shares at \$13.78 (the average high and low trading price as reported on Nasdaq 12/31/08) to exercise 9,000 options at an exercise price \$12.24. This results in a net increase of 1,009 shares for Mr. Puckett.
- (2) Acquired through out 2008 from predetermined elections made in the Company's 401-k plan.
- (3) Acquired at various prices through out the year.

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(4) Acquired as the result of Stock Dividend paid by GRNB on 12/29/2008.

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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