

PINNACLE FINANCIAL PARTNERS INC

Form 4

November 14, 2016

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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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 \*  
MCCABE ROBERT A JR2. 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)  
150 THIRD AVE SOUTH, SUITE  
9003. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2016☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CHAIRMAN(Street)  
NASHVILLE, TN 372014. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| PNFP<br>Common<br>Stock               | 11/10/2016                              |                                                             | M                                       | 22,242 A                                                            | \$<br>31.25                                                                                                        | 488,462                                                                 | D                                                                 |
| PNFP<br>Common<br>Stock               | 11/10/2016                              |                                                             | S                                       | 16,143 D                                                            | \$<br>56.91<br>(1)                                                                                                 | 472,319                                                                 | D                                                                 |
| PNFP<br>Common<br>Stock               | 11/10/2016                              |                                                             | S                                       | 301 D                                                               | \$<br>57.73<br>(2)                                                                                                 | 472,018                                                                 | D                                                                 |
| PNFP                                  |                                         |                                                             |                                         |                                                                     |                                                                                                                    | 146,511                                                                 | D                                                                 |

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|                         |        |   |             |  |
|-------------------------|--------|---|-------------|--|
| Common<br>Stock         |        |   |             |  |
| PNFP<br>Common<br>Stock | 2,370  | I | IRA-Spouse  |  |
| PNFP<br>Common<br>Stock | 184    | I | By Daughter |  |
| PNFP<br>Common<br>Stock | 2,652  | I | By Spouse   |  |
| PNFP<br>Common<br>Stock | 159    | I | By Daughter |  |
| PNFP<br>Common<br>Stock | 25,918 | I | 401K 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) |                 |                   |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|-------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title             | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 31.25                                               | 11/10/2016                           |                                                    | M                              |                                                                                         | 22,242                                                   |     | <u>(3)</u>                                                    | 01/19/2017      | PNFP Common Stock | 22,242                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

MCCABE ROBERT A JR  
150 THIRD AVE SOUTH  
SUITE 900  
NASHVILLE, TN 37201

X

CHAIRMAN

## Signatures

/s/ Robert A.  
McCabe, Jr.

11/14/2016

\_\_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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.75 to \$57.20, inclusive. The reporting person undertakes to provide to Pinnacle Financial Partners, Inc., any security holder of Pinnacle Financial Partners, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- (1) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$57.70 to \$57.75, inclusive.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$57.70 to \$57.75, inclusive.
- (3) The options vested in annual 20% increments over a period of five years beginning on the first anniversary of the issue date (January 19, 2007). Options were fully vested on January 19, 2012.

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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