

MCMAHAN CHARLES B
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 *
MCMAHAN CHARLES B

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
(Street)

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

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

NASHVILLE, TN 37201

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 (A) or (D) Price		
PNFP Common Stock	01/20/2009		D		763 ⁽¹⁾ \$ 0	D	
PNFP Common Stock	01/20/2009		A		4,854 ⁽²⁾ \$ 20.09	D	
PNFP Common Stock	01/20/2009		A		1,617 ⁽³⁾ \$ 20.09	D	
PNFP					674	I	401(k)

Common
Stock

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 Beneficially Owned Following Reported 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
MCMAHAN CHARLES B 211 COMMERCE STREET SUITE 300 NASHVILLE, TN 37201			Chief Credit Officer	

Signatures

/s/ Charles B.
McMahan 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.
 - (2) The forfeiture restrictions for the restricted shares lapse over the shorter period of ten years or the period between the issue date and the date on which the recipient turns age 65. Restrictions will lapse annually in equal increments, beginning on the first anniversary of the

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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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