

PINNACLE FINANCIAL PARTNERS INC
 Form 4
 August 21, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Scott Gary L

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)
 08/19/2008

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| PNFP Common Stock | 08/19/2008 | | M | | 11,005 A \$ 15.6 | 63,228 | D |
| PNFP Common Stock | 08/20/2008 | | M | | 37,240 A \$ 12.89 | 100,468 | D |
| PNFP Common Stock | 08/19/2008 | | S | | 7,575 D \$ 24.97 | 92,893 | D |
| PNFP Common | 08/20/2008 | | S | | 29,842 D \$ 24.75 | 63,051 | D |

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| | | | | | | | | | |
|-------------------------|------------|--|---|-------|---|-------------|--------|---|-----------|
| Stock | | | | | | | | | |
| PNFP Common Stock | 08/21/2008 | | S | 5,187 | D | \$ 24.17 | 57,864 | D | |
| PNFP Common Stock | 08/21/2008 | | S | 3,037 | D | \$ 24.07 | 54,827 | D | |
| PNFP Common Stock | 08/21/2008 | | S | 2,604 | D | \$ 23.85 | 52,223 | D | |
| PNFP Common Stock | | | | | | | 6,206 | I | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 15.6 | 08/19/2008 | | M | 11,005 | 11/30/2007 ⁽¹⁾ | 09/01/2016 | Common Stock | 11,005 |
| Employee Stock Options (right to buy) | \$ 12.89 | 08/20/2008 | | M | 37,240 | 11/30/2007 ⁽²⁾ | 09/06/2015 | Common Stock | 37,240 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Scott Gary L 211 COMMERCE ST SUITE 300 NASHVILLE, TN 37201 | X | | | |

Signatures

/s/ Gary L. Scott 08/21/2008

__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 option is fully exercisable as of November 30, 2007, the date that Pinnacle Financial Partners, Inc. Prior to consummation of the
(1) merger, the option reflected the right to buy shares of Mid-America common stock and was exercisable in 10 equal installments beginning on the one year anniversary of the September 1, 2006 grant date.

The option is fully exercisable as of November 30, 2007, the date that Pinnacle Financial Partners, Inc. Prior to consummation of the
(2) merger, the option reflected the right to buy shares of Mid-America common stock and was exercisable in 5 equal installments beginning on the one year anniversary of the September 5, 2005 grant date.

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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