

PINNACLE FINANCIAL PARTNERS INC
 Form 4
 November 22, 2016

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
MCCABE ROBERT A JR

 (Last) (First) (Middle)
 150 THIRD AVE SOUTH, SUITE 900
 (Street)
 NASHVILLE, TN 37201
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PINNACLE FINANCIAL PARTNERS INC [PNFP]

3. Date of Earliest Transaction (Month/Day/Year)
 11/18/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 CHAIRMAN

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
PNFP Common Stock	11/18/2016		M		29,612 A \$ 21.54	501,630	D
PNFP Common Stock	11/18/2016		S		18,333 D 62.99 (1)	483,297	D
PNFP Common Stock						146,511	D
PNFP						2,370	I IRA-Spouse

Common Stock			
PNFP Common Stock	184	I	By Daughter
PNFP Common Stock	2,652	I	By Spouse
PNFP Common Stock	159	I	By Daughter
PNFP Common 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)	\$ 21.54	11/18/2016		M	29,612	⁽²⁾ 01/18/2018	PNFP Common Stock 29,612

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCABE ROBERT A JR	X		CHAIRMAN	

150 THIRD AVE SOUTH
SUITE 900
NASHVILLE, TN 37201

Signatures

/s/ Robert A.
McCabe, Jr.

11/22/2016

**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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.75 to \$63.20, 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 this footnote.

(2) The options vested in annual 20% increments over a period of five years beginning on the first anniversary of the issue date (January 18, 2008). Options were fully vested on January 18, 2013.

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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