

PINNACLE FINANCIAL PARTNERS INC

Form 4

January 23, 2008

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 ST., SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ 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	01/18/2008		A		1,395 (1) \$ 21.51	10,530	D
PNFP Common Stock	01/18/2008		A		1,395 (2) \$ 21.51	11,925	D
PNFP Common Stock						686	I 401(k) Plan

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 21.51	01/18/2008		A	8,501	⁽³⁾ 01/18/2018	PNFP Common Stock	8,501

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCPAHAN CHARLES B 211 COMMERCE ST. SUITE 300 NASHVILLE, TN 37201			Chief Credit Officer	

Signatures

Charles B. McMahan 01/23/2008

**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 forfeiture restrictions for the restricted shares lapse over the shorter period of ten years or the period of time between the issue date
- (1) (January 18, 2008) and the date on which the recipient turns 65 years of age. Restrictions will lapse annually in equal increments, beginning on the first anniversary (January 18, 2009) of the issue date.
 - (2)

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Shares of restricted stock for which the forfeiture restrictions lay over a period of three years, subject to the issuer achieving predetermined, fully diluted earnings per share and soundness thresholds during the period.

- (3) The options will vest in annual 20% increments over a period of five years, beginning on the first anniversary (January 18, 2009) of the issue date (January 18, 2008). Options will become fully vested 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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