

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 *
 CARPENTER HAROLD R

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)
 CFO

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 | | 2,906 (1) \$ 21.51 | D | |
| PNFP Common Stock | 01/18/2008 | | A | | 2,906 (2) \$ 21.51 | D | |
| PNFP Common Stock | | | | | 21,000 | I | IRA |
| PNFP Common | | | | | 5,349 | I | 401(k) Plan |

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beginning on the first anniversary (January 18, 2009) of the issue date.

- (2) 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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