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PINNACLE FINANCIAL PARTNERS INC  
Form 13F-HR  
November 06, 2012

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

Form 13F  
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 9/30/2012  
Check here if Amendment ; Amendment Number:

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This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Pinnacle Financial Partners, Inc.

Address: 150 Third Avenue South  
Suite 900  
Nashville, TN 37201

Form 13F File Number: 28-12761

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Harold R. Carpenter  
Title: Chief Financial Officer  
Phone: 615-744-3742

Signature, Place, and Date of Signing:

|                         |                      |           |
|-------------------------|----------------------|-----------|
| /s/ Harold R. Carpenter | Nashville, Tennessee | 11/6/2012 |
| -----                   | -----                | -----     |
| [Signature]             | [City, State]        | [Date]    |

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 216

Form 13F Information Table Value Total: \$ 170,333

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(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

FORM 13F INFORMATION TABLE

| COLUMN 1                | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6                | COLUMN 7                 |
|-------------------------|----------------|-----------|--------------------|--------------------|-------------------------|--------------------------|
| NAME OF ISSUER          | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>PRN CALL | INVESTMENT<br>DISCRETION |
| ABBOTT LABS             | COM            | 002824100 | 823.00             | 12,004             | SH                      | SOLE                     |
| ABBOTT LABS             | COM            | 002824100 | 37.00              | 544                | SH                      | OTHER                    |
| AETNA INC NEW           | COM            | 00817Y108 | 8.28               | 209                | SH                      | SOLE                     |
| AFLAC INC               | COM            | 001055102 | 465.00             | 9,719              | SH                      | SOLE                     |
| AFLAC INC               | COM            | 001055102 | 29.00              | 600                | SH                      | OTHER                    |
| AGCO CORP               | COM            | 001084102 | 2.90               | 61                 | SH                      | SOLE                     |
| AGL RES INC             | COM            | 001204106 | 511.00             | 12,500             | SH                      | SOLE                     |
| AGL RES INC             | COM            | 001204106 | 16.00              | 400                | SH                      | OTHER                    |
| ALLERGAN INC            | COM            | 018490102 | 1,079.23           | 11,788             | SH                      | SOLE                     |
| ALLERGAN INC            | COM            | 018490102 | 28.00              | 308                | SH                      | OTHER                    |
| ALTRIA GROUP INC        | COM            | 02209S103 | 751.00             | 22,479             | SH                      | SOLE                     |
| ALTRIA GROUP INC        | COM            | 02209S103 | 40.00              | 1,185              | SH                      | OTHER                    |
| AMAZON COM INC          | COM            | 023135106 | 4,074.22           | 16,019             | SH                      | SOLE                     |
| AMAZON COM INC          | COM            | 023135106 | 95.00              | 375                | SH                      | OTHER                    |
| AMERICAN EXPRESS CO     | COM            | 025816109 | 1,687.79           | 29,683             | SH                      | SOLE                     |
| AMERICAN EXPRESS CO     | COM            | 025816109 | 30.00              | 526                | SH                      | OTHER                    |
| AMERICAN TOWER CORP NEW | COM            | 03027X100 | 2,275.16           | 31,870             | SH                      | SOLE                     |
| AMERICAN TOWER CORP NEW | COM            | 03027X100 | 35.00              | 497                | SH                      | OTHER                    |
| AMGEN INC               | COM            | 031162100 | 1,737.68           | 20,611             | SH                      | SOLE                     |
| AMGEN INC               | COM            | 031162100 | 20.00              | 240                | SH                      | OTHER                    |
| APACHE CORP             | COM            | 037411105 | 766.46             | 8,859              | SH                      | SOLE                     |
| APACHE CORP             | COM            | 037411105 | 42.00              | 483                | SH                      | OTHER                    |
| APPLE INC               | COM            | 037833100 | 4,639.76           | 6,955              | SH                      | SOLE                     |
| APPLE INC               | COM            | 037833100 | 145.00             | 217                | SH                      | OTHER                    |
| AT&T INC                | COM            | 00206R102 | 1,266.77           | 33,610             | SH                      | SOLE                     |

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|                             |            |           |          |         |    |       |
|-----------------------------|------------|-----------|----------|---------|----|-------|
| AT&T INC                    | COM        | 00206R102 | 30.00    | 800     | SH | OTHER |
| BOEING CO                   | COM        | 097023105 | 572.00   | 8,226   | SH | SOLE  |
| BOEING CO                   | COM        | 097023105 | 25.00    | 365     | SH | OTHER |
| BRISTOL MYERS SQUIBB CO     | COM        | 110122108 | 1,195.00 | 35,398  | SH | SOLE  |
| BRISTOL MYERS SQUIBB CO     | COM        | 110122108 | 14.00    | 400     | SH | OTHER |
| CAPITAL ONE FINL CORP       | COM        | 14040H105 | 1,523.55 | 26,721  | SH | SOLE  |
| CAPITAL ONE FINL CORP       | COM        | 14040H105 | 7.00     | 116     | SH | OTHER |
| CATERPILLAR INC DEL         | COM        | 149123101 | 2,100.66 | 24,416  | SH | SOLE  |
| CATERPILLAR INC DEL         | COM        | 149123101 | 48.00    | 553     | SH | OTHER |
| CENTURYLINK INC             | COM        | 156700106 | 239.00   | 5,920   | SH | SOLE  |
| CENTURYLINK INC             | COM        | 156700106 | 51.00    | 1,250   | SH | OTHER |
| CHEVRON CORP NEW            | COM        | 166764100 | 1,422.20 | 12,200  | SH | SOLE  |
| CHEVRON CORP NEW            | COM        | 166764100 | 104.00   | 890     | SH | OTHER |
| CHUBB CORP                  | COM        | 171232101 | 1,441.53 | 18,896  | SH | SOLE  |
| CHUBB CORP                  | COM        | 171232101 | 47.00    | 617     | SH | OTHER |
| CISCO SYS INC               | COM        | 17275R102 | 2,021.62 | 105,867 | SH | SOLE  |
| CISCO SYS INC               | COM        | 17275R102 | 34.00    | 1,770   | SH | OTHER |
| COCA COLA CO                | COM        | 191216100 | 46.00    | 1,220   | SH | OTHER |
| COCA COLA CO                | COM        | 191216100 | 2,273.00 | 59,928  | SH | SOLE  |
| COLGATE PALMOLIVE CO        | COM        | 194162103 | 179.00   | 1,666   | SH | SOLE  |
| COLGATE PALMOLIVE CO        | COM        | 194162103 | 46.00    | 431     | SH | OTHER |
| CONOCOPHILLIPS              | COM        | 20825C104 | 1,290.74 | 22,576  | SH | SOLE  |
| CONOCOPHILLIPS              | COM        | 20825C104 | 56.00    | 972     | SH | OTHER |
| COSTCO WHSL COR NEW         | COM        | 22160K105 | 1,947.11 | 19,439  | SH | SOLE  |
| CVS CAREMARK CORPORATION    | COM        | 126650100 | 1,345.74 | 27,798  | SH | SOLE  |
| CVS CAREMARK CORPORATION    | COM        | 126650100 | 18.00    | 372     | SH | OTHER |
| DISNEY WALT CO              | COM DISNEY | 254687106 | 1,985.10 | 37,978  | SH | SOLE  |
| DISNEY WALT CO              | COM DISNEY | 254687106 | 23.00    | 431     | SH | OTHER |
| DOMINION RES INC VA NEW     | COM        | 25746U109 | 277.00   | 5,225   | SH | SOLE  |
| DOMINION RES INC VA NEW     | COM        | 25746U109 | 21.00    | 400     | SH | OTHER |
| DOUBLELINE OPPORTUNISTIC CR | COM        | 258623107 | 10.23    | 378     | SH | SOLE  |
| DU PONT E I DE NEMOURS & CO | COM        | 263534109 | 567.00   | 11,277  | SH | SOLE  |
| DU PONT E I DE NEMOURS & CO | COM        | 263534109 | 25.00    | 500     | SH | OTHER |
| DUKE ENERGY CORP NEW        | COM NEW    | 26441C204 | 1,272.00 | 19,639  | SH | SOLE  |
| DUKE ENERGY CORP NEW        | COM NEW    | 26441C204 | 54.00    | 835     | SH | OTHER |

FORM 13F INFORMATION TABLE

| COLUMN 1                | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6            | COLUMN 7                 |
|-------------------------|----------------|-----------|--------------------|--------------------|---------------------|--------------------------|
| NAME OF ISSUER          | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION |
| E M C CORP MASS         | COM            | 268648102 | 2,617.62           | 95,996             | SH                  | SOLE                     |
| E M C CORP MASS         | COM            | 268648102 | 54.00              | 1,994              | SH                  | OTHER                    |
| EATON CORP              | COM            | 278058102 | 246.00             | 5,200              | SH                  | SOLE                     |
| EXPRESS SCRIPTS HLDG CO | COM            | 30219G108 | 2,187.67           | 34,928             | SH                  | SOLE                     |
| EXPRESS SCRIPTS HLDG CO | COM            | 30219G108 | 64.00              | 1,022              | SH                  | OTHER                    |
| EXXON MOBIL CORP        | COM            | 30231G102 | 7,589.38           | 82,987             | SH                  | SOLE                     |
| EXXON MOBIL CORP        | COM            | 30231G102 | 131.00             | 1,437              | SH                  | OTHER                    |
| FIRST M & F CORP        | COM            | 320744105 | 156.00             | 20,992             | SH                  | SOLE                     |
| 1ST SOURCE CORP         | COM            | 336901103 | 218.00             | 9,800              | SH                  | SOLE                     |
| FLUOR CORP NEW          | COM            | 343412102 | 1,846.35           | 32,806             | SH                  | SOLE                     |
| FLUOR CORP NEW          | COM            | 343412102 | 29.00              | 524                | SH                  | OTHER                    |
| GENERAL ELECTRIC CO     | COM            | 369604103 | 3,046.59           | 134,152            | SH                  | SOLE                     |
| GENERAL ELECTRIC CO     | COM            | 369604103 | 46.00              | 2,017              | SH                  | OTHER                    |

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|                              |                 |           |          |         |    |       |
|------------------------------|-----------------|-----------|----------|---------|----|-------|
| GOOGLE INC                   | CL A            | 38259P508 | 2,509.74 | 3,327   | SH | SOLE  |
| GOOGLE INC                   | CL A            | 38259P508 | 67.00    | 89      | SH | OTHER |
| HCA HOLDINGS INC             | COM             | 40412C101 | 2,633.36 | 79,199  | SH | SOLE  |
| HCA HOLDINGS INC             | COM             | 40412C101 | 55.00    | 1,669   | SH | OTHER |
| HOME DEPOT INC               | COM             | 437076102 | 2,263.90 | 37,504  | SH | SOLE  |
| HOME DEPOT INC               | COM             | 437076102 | 66.00    | 1,098   | SH | OTHER |
| HONEYWELL INTL INC           | COM             | 438516106 | 2,923.50 | 48,933  | SH | SOLE  |
| HONEYWELL INTL INC           | COM             | 438516106 | 76.00    | 1,272   | SH | OTHER |
| INTEL CORP                   | COM             | 458140100 | 2,841.59 | 125,418 | SH | SOLE  |
| INTEL CORP                   | COM             | 458140100 | 102.00   | 4,523   | SH | OTHER |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 3,106.29 | 14,973  | SH | SOLE  |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 74.00    | 355     | SH | OTHER |
| INTL PAPER CO                | COM             | 460146103 | 234.00   | 6,450   | SH | SOLE  |
| INTL PAPER CO                | COM             | 460146103 | 4.00     | 100     | SH | OTHER |
| ISHARES SILVER TRUST         | ISHARES         | 46428Q109 | 274.00   | 8,195   | SH | SOLE  |
| ISHARES SILVER TRUST         | ISHARES         | 46428Q109 | 17.00    | 500     | SH | OTHER |
| ISHARES TR                   | S&P500 GRW      | 464287309 | 818.00   | 10,511  | SH | SOLE  |
| ISHARES TR                   | MSCI EMERG MKT  | 464287234 | 1,748.28 | 42,299  | SH | SOLE  |
| ISHARES TR                   | MSCI EMERG MKT  | 464287234 | 8.00     | 195     | SH | OTHER |
| ISHARES TR                   | S&P 500 VALUE   | 464287408 | 765.00   | 11,630  | SH | SOLE  |
| ISHARES TR                   | MSCI EAFE INDEX | 464287465 | 2,841.13 | 53,610  | SH | SOLE  |
| ISHARES TR                   | MSCI EAFE INDEX | 464287465 | 166.00   | 3,140   | SH | OTHER |
| ISHARES TR                   | S&P MIDCAP 400  | 464287507 | 294.00   | 2,984   | SH | SOLE  |
| ISHARES TR                   | S&P MIDCP VALU  | 464287705 | 1,193.00 | 14,030  | SH | SOLE  |
| ISHARES TR                   | S&P MIDCP VALU  | 464287705 | 51.00    | 600     | SH | OTHER |
| ISHARES TR                   | S&P SMLCAP 600  | 464287804 | 273.41   | 3,554   | SH | SOLE  |
| ISHARES TR                   | S&P SMLCP VALU  | 464287879 | 899.26   | 11,381  | SH | SOLE  |
| ISHARES TR                   | S&P SMLCP VALU  | 464287879 | 51.00    | 650     | SH | OTHER |
| ISHARES TR                   | S&P SMLCP GROW  | 464287887 | 2,098.16 | 25,094  | SH | SOLE  |
| ISHARES TR                   | S&P SMLCP GROW  | 464287887 | 8.00     | 100     | SH | OTHER |
| ISHARES TR                   | US PFD STK IDX  | 464288687 | 634.00   | 15,915  | SH | SOLE  |
| ISHARES INC                  | MSCI BRAZIL     | 464286400 | 33.95    | 628     | SH | SOLE  |
| ISHARES TR                   | DJ US REAL EST  | 464287739 | 372.18   | 5,781   | SH | SOLE  |
| ISHARES TR                   | RUSL 2000 GROW  | 464287648 | 279.18   | 2,920   | SH | SOLE  |
| ISHARES TR                   | RUSL 2000 VALU  | 464287630 | 730.16   | 9,875   | SH | SOLE  |
| JOHNSON & JOHNSON            | COM             | 478160104 | 3,571.75 | 51,837  | SH | SOLE  |
| JOHNSON & JOHNSON            | COM             | 478160104 | 139.00   | 2,010   | SH | OTHER |
| JPMORGAN CHASE & CO          | COM             | 46625H100 | 2,837.62 | 70,110  | SH | SOLE  |
| JPMORGAN CHASE & CO          | COM             | 46625H100 | 74.00    | 1,831   | SH | OTHER |
| KIMBERLY CLARK CORP          | COM             | 494368103 | 950.00   | 11,074  | SH | SOLE  |
| KIMBERLY CLARK CORP          | COM             | 494368103 | 34.00    | 400     | SH | OTHER |
| KRAFT FOODS INC              | CL A            | 50075N104 | 2,836.59 | 68,611  | SH | SOLE  |
| KRAFT FOODS INC              | CL A            | 50075N104 | 92.00    | 2,222   | SH | OTHER |
| LAUDER ESTEE COS INC         | CL A            | 518439104 | 1,299.00 | 21,100  | SH | SOLE  |
| LAUDER ESTEE COS INC         | CL A            | 518439104 | 52.00    | 850     | SH | OTHER |
| LINCOLN NATL CORP IND        | COM             | 534187109 | 466.00   | 19,250  | SH | SOLE  |
| LINN ENERGY LLC              | UNIT LTD LIAB   | 536020100 | 2,093.39 | 50,755  | SH | SOLE  |

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| COLUMN 1        | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6            | COLUMN 7                        |
|-----------------|----------------|-----------|--------------------|--------------------|---------------------|---------------------------------|
| NAME OF ISSUER  | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION<br>MAN |
| LINN ENERGY LLC | UNIT LTD LIAB  | 536020100 | 83.00              | 2,016              | SH                  | OTHER                           |

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|                              |                |           |          |         |    |       |
|------------------------------|----------------|-----------|----------|---------|----|-------|
| LOEWS CORP                   | COM            | 540424108 | 4.70     | 114     | SH | SOLE  |
| MARATHON OIL CORP            | COM            | 565849106 | 930.53   | 31,476  | SH | SOLE  |
| MARATHON OIL CORP            | COM            | 565849106 | 7.00     | 246     | SH | OTHER |
| MARSH & MCLENNAN COS INC     | COM            | 571748102 | 8.86     | 261     | SH | SOLE  |
| MEDTRONIC INC                | COM            | 585055106 | 7.85     | 182     | SH | SOLE  |
| MERCK & CO INC NEW           | COM            | 58933Y105 | 325.18   | 7,219   | SH | SOLE  |
| MERCK & CO INC NEW           | COM            | 58933Y105 | 27.00    | 600     | SH | OTHER |
| MICROSOFT CORP               | COM            | 594918104 | 663.00   | 22,268  | SH | SOLE  |
| MICROSOFT CORP               | COM            | 594918104 | 49.00    | 1,630   | SH | OTHER |
| MOTOROLA SOLUTIONS INC       | COM NEW        | 620076307 | 7.18     | 142     | SH | SOLE  |
| NATIONAL HEALTH INVS INC     | COM            | 63633D104 | 894.00   | 17,373  | SH | SOLE  |
| NATIONAL HEALTHCARE CORP     | COM            | 635906100 | 356.00   | 7,463   | SH | SOLE  |
| NATIONAL HEALTHCARE CORP     | PFD CONV SER A | 635906209 | 262.00   | 17,564  | SH | SOLE  |
| NATIONAL OILWELL VARCO INC   | COM            | 637071101 | 2,997.67 | 37,424  | SH | SOLE  |
| NATIONAL OILWELL VARCO INC   | COM            | 637071101 | 84.00    | 1,043   | SH | OTHER |
| NIKE INC                     | CL B           | 654106103 | 2,239.42 | 23,591  | SH | SOLE  |
| NIKE INC                     | CL B           | 654106103 | 52.00    | 552     | SH | OTHER |
| OMNICARE INC                 | COM            | 681904108 | 4.11     | 121     | SH | SOLE  |
| ORACLE CORP                  | COM            | 68389X105 | 3,245.81 | 103,167 | SH | SOLE  |
| ORACLE CORP                  | COM            | 68389X105 | 104.00   | 3,291   | SH | OTHER |
| PEPSICO INC                  | COM            | 713448108 | 4,296.38 | 60,707  | SH | SOLE  |
| PEPSICO INC                  | COM            | 713448108 | 144.00   | 2,031   | SH | OTHER |
| PFIZER INC                   | COM            | 717081103 | 544.46   | 21,891  | SH | SOLE  |
| PFIZER INC                   | COM            | 717081103 | 12.00    | 500     | SH | OTHER |
| PHILIP MORRIS INTL INC       | COM            | 718172109 | 2,717.87 | 30,219  | SH | SOLE  |
| PHILIP MORRIS INTL INC       | COM            | 718172109 | 14.00    | 161     | SH | OTHER |
| PHILLIPS 66                  | COM            | 718546104 | 13.12    | 283     | SH | SOLE  |
| PIEDMONT NAT GAS INC         | COM            | 720186105 | 458.00   | 14,112  | SH | SOLE  |
| PINNACLE FINL PARTNERS INC   | COM            | 72346Q104 | 4,510.99 | 233,481 | SH | SOLE  |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108 | 227.00   | 5,175   | SH | SOLE  |
| POWERSHS DB MULTI SECT COMM  | DB PREC MTLs   | 73936B200 | 609.00   | 9,884   | SH | SOLE  |
| PPL CORP                     | COM            | 69351T106 | 2.18     | 75      | SH | SOLE  |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 1,961.46 | 28,280  | SH | SOLE  |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 37.00    | 530     | SH | OTHER |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 2,373.55 | 43,546  | SH | SOLE  |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 61.00    | 1,117   | SH | OTHER |
| QUALCOMM INC                 | COM            | 747525103 | 3,383.30 | 54,154  | SH | SOLE  |
| QUALCOMM INC                 | COM            | 747525103 | 107.00   | 1,714   | SH | OTHER |
| QUANTA SVCS INC              | COM            | 74762E102 | 839.00   | 33,948  | SH | SOLE  |
| QUANTA SVCS INC              | COM            | 74762E102 | 13.00    | 520     | SH | OTHER |
| RANGE RES CORP               | COM            | 75281A109 | 5.38     | 77      | SH | SOLE  |
| REGIONS FINANCIAL CORP NEW   | COM            | 7591EP100 | 1,549.16 | 215,300 | SH | SOLE  |
| REGIONS FINANCIAL CORP NEW   | COM            | 7591EP100 | 24.00    | 3,300   | SH | OTHER |
| ROYAL DUTCH SHELL PLC        | SPON ADR B     | 780259107 | 2.99     | 42      | SH | SOLE  |
| SAIC INC                     | COM            | 78390X101 | 3.18     | 264     | SH | SOLE  |
| SCHLUMBERGER LTD             | COM            | 806857108 | 2,681.83 | 39,563  | SH | SOLE  |
| SCHLUMBERGER LTD             | COM            | 806857108 | 94.00    | 1,301   | SH | OTHER |
| SEAGATE TECHNOLOGY PLC       | SHS            | G7945M107 | 600.00   | 19,383  | SH | SOLE  |
| SEAGATE TECHNOLOGY PLC       | SHS            | G7945M107 | 30.00    | 960     | SH | OTHER |
| SHERWIN WILLIAMS CO          | COM            | 824348106 | 247.00   | 1,657   | SH | SOLE  |
| SIGMA ALDRICH CORP           | COM            | 826552101 | 2,011.48 | 27,950  | SH | SOLE  |
| SIGMA ALDRICH CORP           | COM            | 826552101 | 19.00    | 258     | SH | OTHER |
| SOUTHERN CO                  | COM            | 842587107 | 1,345.00 | 29,179  | SH | SOLE  |
| SOUTHERN CO                  | COM            | 842587107 | 28.00    | 610     | SH | OTHER |
| SOUTHERN COPPER CORP         | COM            | 84265V105 | 557.00   | 16,207  | SH | SOLE  |
| SOUTHERN COPPER CORP         | COM            | 84265V105 | 33.00    | 948     | SH | OTHER |
| SPDR DOW JONES INDL AVRG ETF | UT SER 1       | 78467X109 | 264.00   | 1,970   | SH | SOLE  |
| SPDR GOLD TRUST              | GOLD SHS       | 78463V107 | 285.00   | 1,657   | SH | SOLE  |
| SPDR S&P 500 ETF TR          | TR UNIT        | 78462F103 | 1,316.00 | 9,143   | SH | SOLE  |

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|------------------------------|------------------|-----------|--------------------|--------------------|---------------------|--------------------------|----------|
| NAME OF ISSUER               | TITLE OF CLASS   | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION | OTHER    |
| SPDR SERIES TRUST            | S&P 600 SMCP GRW | 78464A201 | 899.41             | 7,135              | SH                  | SOLE                     |          |
| SPDR SERIES TRUST            | S&P 600 SMCP VAL | 78464A300 | 658.83             | 8,663              | SH                  | SOLE                     |          |
| SPDR SERIES TRUST            | DJ REIT ETF      | 78464A607 | 254.00             | 3,525              | SH                  | SOLE                     |          |
| SPDR S&P MIDCAP 400 ETF TR   | UTSER1 S&PDCRP   | 78467Y107 | 28.07              | 156                | SH                  | SOLE                     |          |
| SPECTRA ENERGY CORP          | COM              | 847560109 | 534.00             | 18,175             | SH                  | SOLE                     |          |
| SPECTRA ENERGY CORP          | COM              | 847560109 | 21.00              | 700                | SH                  | OTHER                    |          |
| ST JUDE MED INC              | COM              | 790849103 | 1.60               | 38                 | SH                  | SOLE                     |          |
| STANLEY BLACK & DECKER INC   | COM              | 854502101 | 2.36               | 31                 | SH                  | SOLE                     |          |
| SUNTRUST BKS INC             | COM              | 867914103 | 331.00             | 11,726             | SH                  | SOLE                     |          |
| TELUS CORP                   | NON-VTG SHS      | 87971M202 | 8.13               | 130                | SH                  | SOLE                     |          |
| TEXAS INSTRS INC             | COM              | 882508104 | 2.20               | 80                 | SH                  | SOLE                     |          |
| TEXTAINER GROUP HOLDINGS LTD | SHS              | G8766E109 | 526.40             | 17,239             | SH                  | SOLE                     |          |
| TEXTAINER GROUP HOLDINGS LTD | SHS              | G8766E109 | 35.00              | 1,145              | SH                  | OTHER                    |          |
| THERMO FISHER SCIENTIFIC INC | COM              | 883556102 | 13.35              | 227                | SH                  | SOLE                     |          |
| TJX COMPANIES INC NEW        | COM              | 872540109 | 18.99              | 424                | SH                  | SOLE                     |          |
| UNION PAC CORP               | COM              | 907818108 | 2,684.04           | 22,616             | SH                  | SOLE                     |          |
| UNION PAC CORP               | COM              | 907818108 | 54.00              | 458                | SH                  | OTHER                    |          |
| UNITED TECHNOLOGIES CORP     | COM              | 913017109 | 1,282.55           | 16,379             | SH                  | SOLE                     |          |
| UNITED TECHNOLOGIES CORP     | COM              | 913017109 | 44.00              | 560                | SH                  | OTHER                    |          |
| UNITEDHEALTH GROUP INC       | COM              | 91324P102 | 1,219.40           | 22,011             | SH                  | SOLE                     |          |
| UNITEDHEALTH GROUP INC       | COM              | 91324P102 | 27.00              | 488                | SH                  | OTHER                    |          |
| VALERO ENERGY CORP NEW       | COM              | 91913Y100 | 4.28               | 135                | SH                  | SOLE                     |          |
| VANGUARD INDEX FDS           | TOTAL STK MKT    | 922908769 | 432.00             | 5,864              | SH                  | SOLE                     |          |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 20.86              | 500                | SH                  | SOLE                     |          |
| VERIZON COMMUNICATIONS INC   | COM              | 92343V104 | 1,964.96           | 43,128             | SH                  | SOLE                     |          |
| VERIZON COMMUNICATIONS INC   | COM              | 92343V104 | 78.00              | 1,713              | SH                  | OTHER                    |          |
| VISA INC                     | COM CL A         | 92826C839 | 1,398.27           | 10,413             | SH                  | SOLE                     |          |
| VISA INC                     | COM CL A         | 92826C839 | 35.00              | 260                | SH                  | OTHER                    |          |
| WAL-MART STORES INC          | COM              | 931142103 | 315.00             | 4,267              | SH                  | SOLE                     |          |
| WELLS FARGO & CO NEW         | COM              | 949746101 | 2,143.06           | 62,054             | SH                  | SOLE                     |          |
| WELLS FARGO & CO NEW         | COM              | 949746101 | 75.00              | 2,183              | SH                  | OTHER                    |          |
| WHOLE FOODS MKT INC          | COM              | 966837106 | 1,551.40           | 15,932             | SH                  | SOLE                     |          |
| WHOLE FOODS MKT INC          | COM              | 966837106 | 23.00              | 238                | SH                  | OTHER                    |          |
| YUM BRANDS INC               | COM              | 988498101 | 1,740.74           | 26,244             | SH                  | SOLE                     |          |
| YUM BRANDS INC               | COM              | 988498101 | 21.00              | 321                | SH                  | OTHER                    |          |
| ZIMMER HLDGS INC             | COM              | 98956P102 | 8.11               | 120                | SH                  | SOLE                     |          |