

Negrotto Donna S
Form 4
December 22, 2017

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 *
Negrotto Donna S

2. Issuer Name and Ticker or Trading Symbol
Pinnacle Entertainment, Inc. [PNK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Sec. and General Counsel

C/O PINNACLE ENTERTAINMENT, INC., 3980 HOWARD HUGHES PARKWAY

(Street)

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

LAS VEGAS, NV 89169

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/20/2017		M		24,000	A	\$ 10.19 125,331 D
Common Stock	12/20/2017		F		14,518	D	\$ 31.91 110,813 D
Common Stock	12/20/2017		M		1,250	A	\$ 11.51 112,063 D
Common Stock	12/20/2017		F		787	D	\$ 31.91 111,276 D
Common Stock	12/20/2017		M		3,716	A	\$ 10.55 114,992 D

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Common Stock	12/20/2017	F	2,273	D	\$ 31.91	112,719	D	
Common Stock	12/20/2017	M	3,367	A	\$ 6.97	116,086	D	
Common Stock	12/20/2017	F	1,840	D	\$ 31.91	114,246	D	
Common Stock	12/20/2017	M	16,000	A	\$ 6.5	130,246	D	
Common Stock	12/20/2017	F	8,605	D	\$ 31.91	121,641	D	
Common Stock	12/20/2017	M	3,478	A	\$ 6.19	125,119	D	
Common Stock	12/20/2017	F	1,851	D	\$ 31.91	123,268	D	
Common Stock	12/20/2017	M	6,000	A	\$ 2.86	129,268	D	
Common Stock	12/20/2017	F	2,830	D	\$ 31.91	126,438	D	
Common Stock	12/20/2017	M	6,000	A	\$ 4.22	132,438	D	
Common Stock	12/20/2017	F	2,979	D	\$ 31.91	129,459	D	
Common Stock	12/20/2017	M	10,000	A	\$ 3.92	139,459	D	
Common Stock	12/20/2017	F	4,909	D	\$ 31.91	134,550	D	
Common Stock	12/20/2017	M	7,000	A	\$ 4.35	141,550	D	
Common Stock	12/20/2017	F	3,492	D	\$ 31.91	138,058	D	
Common Stock						1,165	I	By 401(k) Plan

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. D S (1)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 10.19	12/20/2017		M	24,000	<u>(1)</u>	05/23/2023	Common Stock	24,000	
Stock Options (Right to Buy)	\$ 11.51	12/20/2017		M	1,250	<u>(2)</u>	04/28/2023	Common Stock	1,250	
Stock Options (Right to Buy)	\$ 10.55	12/20/2017		M	3,716	<u>(3)</u>	10/05/2022	Common Stock	3,716	
Stock Options (Right to Buy)	\$ 6.97	12/20/2017		M	3,367	<u>(4)</u>	05/20/2021	Common Stock	3,367	
Stock Options (Right to Buy)	\$ 6.5	12/20/2017		M	16,000	<u>(5)</u>	08/13/2020	Common Stock	16,000	
Stock Options (Right to Buy)	\$ 6.19	12/20/2017		M	3,478	<u>(6)</u>	05/21/2020	Common Stock	3,478	
Stock Options (Right to Buy)	\$ 2.86	12/20/2017		M	6,000	<u>(7)</u>	05/22/2019	Common Stock	6,000	
Stock Options (Right to Buy)	\$ 4.22	12/20/2017		M	6,000	<u>(8)</u>	05/24/2018	Common Stock	6,000	
Stock Options (Right to Buy)	\$ 3.92	12/20/2017		M	10,000	<u>(9)</u>	06/06/2018	Common Stock	10,000	

Stock Options (Right to Buy)	\$ 4.35	12/20/2017	M	7,000	<u>(10)</u>	05/20/2018	Common Stock	7,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Negrotto Donna S C/O PINNACLE ENTERTAINMENT, INC. 3980 HOWARD HUGHES PARKWAY LAS VEGAS, NV 89169			EVP, Sec. and General Counsel	

Signatures

/s/ Elliot D. Hoops, Attorney-In-Fact for Donna S.
Negrotto

12/22/2017

__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 stock options were originally scheduled to vest and become exercisable in four equal annual installments beginning on May 23, 2017. The stock options vested and became exercisable as to 8,000 shares of common stock on May 23, 2017. The Compensation Committee of the issuer accelerated vesting of 16,000 stock options to December 17, 2017, which were originally scheduled to vest and become exercisable as to 8,000 stock options on May 23, 2018 and on May 23, 2019, respectively. The stock options vest and become exercisable as to the remaining 8,000 shares of common stock on May 23, 2020.
- (1) The stock options vest and become exercisable in four equal annual installments beginning on April 28, 2017. The stock options vested and became exercisable as to 1,250 shares on April 28, 2017. The stock options vest and become exercisable as to 1,250 shares of common stock on April 28, 2018, April 28, 2019 and April 28, 2020, respectively.
- (2) The stock options vest and become exercisable in four annual installments beginning on October 5, 2016. The stock options vested and became exercisable as to 1,858 shares of common stock on October 5, 2016 and October 5, 2017, respectively. The stock options vest and become exercisable as to 1,858 shares of common stock on October 5, 2018 and as to the remaining 1,857 shares of common stock on October 5, 2019.
- (3) The stock options vest and become exercisable in four annual installments beginning on May 20, 2015. The stock options vested and became exercisable as to 1,222 shares of common stock on May 20, 2015 and May 20, 2016, respectively, and vested and became exercisable as to 1,123 shares of common stock on May 20, 2017. The stock options vest and become exercisable as to the remaining 1,123 shares of common stock on May 20, 2018.
- (4) The stock options vested and became exercisable in four equal annual installments beginning on August 13, 2014.
- (5) The stock options vested and became exercisable in four equal annual installments beginning on May 21, 2014.
- (6) The stock options vested and became exercisable in four equal annual installments beginning on May 22, 2013.
- (7) The stock options vested and became exercisable in four equal annual installments beginning on May 24, 2012.
- (8) The stock options vested and became exercisable in four equal annual installments beginning on June 6, 2009.
- (9) The stock options vested and became exercisable in four equal annual installments beginning on May 20, 2009.
- (10)

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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