

SHANKS VIRGINIA E
Form 4
October 10, 2012

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 *
SHANKS VIRGINIA E

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)
C/O PINNACLE ENTERTAINMENT, INC., 8918 SPANISH RIDGE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CMO

(Street)
LAS VEGAS, NV 89148

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)
Common Stock	10/02/2011		F	(A) or (D) D	2,645 (1) \$ 9.08	43,111 (1)	D
Common Stock	10/05/2011		G	(A) or (D) D	7,355 (2) \$ 0	35,756 (2)	D
Common Stock	10/05/2011		G	(A) or (D) A	7,355 (2) \$ 0	7,355 (2)	I By Shanks Family Trust

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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHANKS VIRGINIA E C/O PINNACLE ENTERTAINMENT, INC. 8918 SPANISH RIDGE AVENUE LAS VEGAS, NV 89148			EVP and CMO	

Signatures

/s/ Elliot D. Hoops, Attorney-In-Fact for Virginia E. Shanks
 Signature of Reporting Person
 Date
 10/10/2012

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 reporting person is filing this Form 4 to report share withholding of 2,645 shares of common stock upon the vesting of 10,000 restricted stock units granted to the reporting person on October 2, 2010. As a result, the number of shares reported as being directly held by the reporting person in three Form 4s filed on March 6, 2012, May 23, 2012 and July 31, 2012, were overstated by 2,645 shares of common stock.
- (2) The reporting person is filing this Form 4 to report a gift of 7,355 shares of common stock made to the Shanks Family Trust on October 5, 2011. As a result, the number of shares being directly held by the reporting person in three Form 4s filed on March 6, 2012, May 23, 2012 and July 31, 2012 were overstated by 7,355 shares of common stock. In addition, the number of shares of common stock as being indirectly held by the Shanks Family Trust in one Form 4 filed on July 31, 2012 were understated by 7,355 shares of common stock.

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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