

SMITH WILLIAM G JR
 Form 4
 September 23, 2010

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 *
 SMITH WILLIAM G JR

2. Issuer Name and Ticker or Trading Symbol
 CAPITAL CITY BANK GROUP
 INC [CCBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 P.O. BOX 11248
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

TALLAHASSEE, FL 32302
 (City) (State) (Zip)

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

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 | | 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) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|---|--------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 09/22/2010 | | G | V | 431,526 (1) | A | \$ 0 | 1,049,378.015 (2) | I | By 2 S Partnership |
| Common Stock | 09/22/2010 | | G | V | 431,526 (1) | D | \$ 0 | 1,491.02 (3) | I | By WGS Trust |
| Common Stock | | | | | | | | 2,248,317.849 (4) | D | |
| Common Stock | | | | | | | | 4,678.184 (5) | I | By WGS Jr. IRA |
| Common Stock | | | | | | | | 4,396.038 (6) | I | By Spouse IRA (7) |
| | | | | | | | | 55,666 | I | |

| | | | | | | |
|--------------|------------|----------------|---|--|--|------------------------------|
| Common Stock | | | | | | By Spouse IRA ⁽⁷⁾ |
| Common Stock | 84,321.302 | ⁽⁸⁾ | I | | | By JWS Trust |
| Common Stock | 84,321.302 | ⁽⁸⁾ | I | | | By WGS III Trust |
| Common Stock | 80,727.896 | | I | | | By VAS Trust |
| Common Stock | 80,727.896 | | I | | | By WGS Trust |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH WILLIAM G JR P.O. BOX 11248 TALLAHASSEE, FL 32302 | X | X | Chairman, President & CEO | |

Signatures

/s/ David C. Scileppi,
attorney-in-fact

09/22/2010

__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).
- (1) On September 22, 2010, 431,526 shares were distributed from The William Godfrey Smith Trust to its beneficiaries, Robert Hill Smith and William G. Smith, Jr., who immediately contributed the shares to the 2 S Partnership.
- (2) Includes 75.101 shares acquired under the CCBG 1996 Dividend Reinvestment and Optional Stock Purchase Plan (the "DRIP").
- (3) Includes 534.02 shares acquired under the DRIP.
- (4) Includes 516.849 shares acquired under the DRIP.
- (5) Includes 95.184 shares acquired under the DRIP.
- (6) Includes 89.038 shares acquired under the DRIP.
- (7) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (8) Includes 1,100.302 shares acquired under the DRIP.

Remarks:

Exhibit List

24. Limited Power of Attorney

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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