

SMITH WILLIAM G JR

Form 4

December 22, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2008

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

P.O. BOX 11248

(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

TALLAHASSEE, FL 32302

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/19/2008                              |                                                             | G                                    | 188,008<br>(1)                                                                                  | A \$ 0                                                                                                          | 2,290,696.851<br>(2)                                                    | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                                                 | 40,666                                                                                                          | I                                                                       | Wife                                                              |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                                                 | 4,317.252                                                                                                       | I                                                                       | WGSjr IRA                                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                                                 | 4,056.874 (3)                                                                                                   | I                                                                       | Wife's IRA                                                        |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                                                 | 617,490.009 (4)                                                                                                 | I                                                                       | 2S<br>Partnership                                                 |
|                                       |                                         |                                                             |                                      |                                                                                                 | 430,799.355 (5)                                                                                                 | I                                                                       |                                                                   |

Common  
StockTHE 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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

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

## Signatures

William G.  
Smith, Jr. 12/22/2008

\_\_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) "Represents remainder interest distribution from the Smith Family Charitable Lead Trust."

These share include 919,418 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment

(2) Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

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- These shares include 145,878 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 166a-11 pursuant to Rule 16a-11 promulgated thereunder.
- (3)

- These shares include 123,484 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (4)

- These shares include 1,155,147 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (5)

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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