

SMITH WILLIAM G JR  
Form 4  
March 12, 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)  
03/10/2010

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

TALLAHASSEE, FL 32302

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A)   | 2,247,801.348   | D  |  |
| Common Stock                    |                                      |  |                                | (A)   | 4,583.389 <sup>(1)</sup>  | I  | By WGS Jr. IRA                             |
| Common Stock                    |                                      |  |                                | (A)   | 4,307.429 <sup>(2)</sup>  | I  | By Spouse IRA                              |
| Common Stock                    |                                      |  |                                | (A)   | 55,666  | I  | By Spouse IRA                              |
| Common Stock                    |                                      |  |                                | (A)   | 617,702.096 <sup>(3)</sup>  | I  | By 2S Partnership                          |
|                                 |                                      |  |                                | (A)   | 432,483 <sup>(4)</sup>  | I  |  |

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|              |            |  |   |   |        |   |      |            |              |                  |
|--------------|------------|--|---|---|--------|---|------|------------|--------------|------------------|
| Common Stock |            |  |   |   |        |   |      |            | By WGS Trust |                  |
| Common Stock | 03/10/2010 |  | W | V | 45,704 | A | \$ 0 | 83,220.728 | I            | By JWS Trust     |
| Common Stock | 03/10/2010 |  | W | V | 45,704 | A | \$ 0 | 83,200.728 | I            | By WGS III Trust |
| Common Stock | 03/10/2010 |  | W | V | 45,704 | A | \$ 0 | 80,727.896 | I            | By VAS Trust     |
| Common Stock | 03/10/2010 |  | W | V | 45,704 | A | \$ 0 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## 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

/s/ William G. Smith, Jr.                      03/12/2010

\_\_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) Includes 233.258 shares acquired under the CCBG 1996 Dividend Reinvestment and Optional Stock Purchase Plan (the "DRIP").
- (2) Includes 219.661 shares acquired under the DRIP.
- (3) Includes 185.936 shares acquired under the DRIP.
- (4) Includes 1,439.011 shares acquired under the DRIP.

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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