

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)

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

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 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)
			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 <sup>(7)</sup>
Common Stock				84,321.302 <sup>(8)</sup>	I	By JWS Trust
Common Stock				84,321.302 <sup>(8)</sup>	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.

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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 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)
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## 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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