

SMITH WILLIAM G JR
 Form 4
 February 08, 2006

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)
 02/08/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/08/2006		P	1,244 (1) A \$ 0	2,097,559.584 (2)	D	
Common Stock					40,633.999 (3)	I	Wife - Paula P. Smith
Common Stock					3,813.928 (4)	I	Wife's IRA
Common Stock					4,058.711 (5)	I	WGS, jr. IRA
Common Stock					34,063.885	I	JWS Trust
					34,063.885	I	

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Common Stock				WGS III Trust
Common Stock	39,142.58 ⁽⁶⁾	I		Custodian - WGS III
Common Stock	428,875.577 ⁽⁷⁾	I		The WGS Trust
Common Stock	615,784.36 ⁽⁸⁾	I		2S Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Beneficially Owned (Instr. 6)
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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 and CEO	

Signatures

William G. Smith, Jr. 02/08/2006

**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) These shares were issued under a performance share award granted under the 2005 Associate Incentive Plan of Capital City Bank, Inc. (The "Company") in a transaction exempt from the short-swing profit liability of Section 16b-3(d) promulgated thereunder.

These shares include 72,191 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

(3) These shares include 2,644 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

(4) These shares of common stock include 16,722 shares acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

(5) These shares include 17,795 shares of common stock acquired during the fiscal year 2005. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16a-11 promulgated thereunder.

(6) These shares include 4,405 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

(7) These shares include 132,414 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

(8) These shares include 14,155 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

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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