

CAPITAL CITY BANK GROUP INC
 Form 4
 January 30, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 01/29/2007

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/29/2007 | | P | 1,500 A \$ 34.43 | 617,348.74 ⁽¹⁾ | I | 2S PARTNERSHIP |
| Common Stock | | | | | 2,098,523.442 ⁽²⁾ ⁽⁵⁾ | D | |
| Common Stock | | | | | 40,666 | I | Wife - Paula P. Smith |
| Common Stock | | | | | 3,889.985 ⁽³⁾ | I | Wife's - IRA |
| Common Stock | | | | | 34,063.885 | I | THE JWS TRUST |
| | | | | | 34,063.885 | I | |

| | | | | | | | |
|--------------|--|--|--|-------------------------|---|--|--------------------|
| Common Stock | | | | | | | THE WGS, III Trust |
| Common Stock | | | | 4,319.65 ⁽⁴⁾ | I | | WGSjr. IRA |

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

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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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

William G. Smith, Jr. 01/30/2007

**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 share include 48.89 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions pursuant of Section 16

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pursuant to Rule 16a-11 promulgated thereunder.

- These shares of common stock include 387.739 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's
- (2) 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions pursuant of Section 16 to Rule 16a-11 promulgated thereunder.

- These share include 58.425 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 1996 Dividend
- (3) Reinvestment Plan. These shares were exempt from the reporting and short swing profit liability provisions pursuant of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

- These shares include 242.175 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's Dividend
- (4) Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions pursuant of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

- (5) In addition, the reporting person is no longer as beneficially owning 39,162.400 shares previously reported as custodian for his son William G. Smith, III.

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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