

CAPITAL CITY BANK GROUP INC  
 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 ROBERT HILL**

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)  
 Vice President

**TALLAHASSEE, FL 32302**

(City) (State) (Zip)

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

**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)
Common Stock				(A) or (D)	2,003,686.096 <sup>(1)</sup>	D	
Common Stock				(A) or (D)	50,258.442 <sup>(2)</sup>	I	Custodian for Daughter
Common Stock				(A) or (D)	50,258.442 <sup>(2)</sup>	I	Custodian for Son
Common Stock				(A) or (D)	617,702.096 <sup>(3)</sup>	I	By 2S Partnership
Common Stock				(A) or (D)	432,483.049 <sup>(4)</sup>	I	By WGS Trust

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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 WHS 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	83,220.728	I	By WGS III Trust

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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROBERT HILL P.O. BOX 11248 TALLAHASSEE, FL 32302		X	Vice President	

## Signatures

/s/ Robert H. Smith                      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 212.087 shares acquired under the CCBG 1996 Dividend Reinvestment and Optional Stock Purchase Plan (the "DRIP").
- (2) Includes 84.835 shares acquired under the DRIP.
- (3) Includes 212.087 shares acquired under the DRIP.
- (4) Includes 1,683.694 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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