

SMITH WILLIAM G JR  
Form 4  
December 22, 2008

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

(Last) (First) (Middle)  
P.O. BOX 11248  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2008

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 |   | 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) |   |  |   |
| Common Stock                    | 12/19/2008                           |  | G                   |   | 188,008<br>(1)  | A \$ 0     | 2,290,696.851<br>(2)  | D  |   |
| Common Stock                    |                                      |  |                     |   |   |            | 40,666  | I  | Wife  |
| Common Stock                    |                                      |  |                     |   |   |            | 4,317.252   | I  | WGSjr IRA   |
| Common Stock                    |                                      |  |                     |   |   |            | 4,056.874 (3)   | I  | Wife's IRA  |
| Common Stock                    |                                      |  |                     |   |   |            | 617,490.009 (4)   | I  | 2S Partnership  |
|                                 |                                      |  |                     |   |   |            | 430,799.355 (5)   | I  |   |

Common  
Stock

THE 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.**

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 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 WILLIAM G JR<br>P.O. BOX 11248<br>TALLAHASSEE, FL 32302 | X             | X         | Chairman, President & CEO |       |

## Signatures

William G.  
Smith, Jr. 12/22/2008

\*\*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) "Represents remainder interest distribution from the Smith Family Charitable Lead Trust."  
These share include 919.418 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment
- (2) Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

## Edgar Filing: SMITH WILLIAM G JR - Form 4

- These shares include 145,878 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 166a-11 pursuant to Rule 16a-11 promulgated thereunder.

- These shares include 123,484 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

- These shares include 1,155,147 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions are 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.