

CAPITAL CITY BANK GROUP INC
 Form 4
 June 13, 2007

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)
 06/12/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, Oresident & 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)	(A) or (D)	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	06/12/2007		P	100	A	\$ 31.1299 2,101,280.442	D	
Common Stock	06/12/2007		P	405	A	\$ 31.13 2,101,685.442	D	
Common Stock	06/12/2007		G	5	D	\$ 0 2,101,769.433 (1)	D	
Common Stock						617,366.525 (2)	I	2S Partnership
Common Stock						40,666	I	Wife
						3,910.996 (3)	I	Wife's IRA

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Common Stock								
Common Stock					34,063.885	I		The JWS TRUST
Common Stock					34,063.885	I		The WGSIII TRUST
Common Stock					4,342.009 ⁽⁴⁾	I		WGSjr. IRA
Common Stock					429,644.208 ⁽⁵⁾	I		The 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 Beneficially Owned Following Transaction (Instr. 6)
				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 P.O. BOX 11248 TALLAHASSEE, FL 32302	X	X	Chairman, Oresident & CEO	

Signatures

William G.
Smith, Jr.

06/01/2007

__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 shares include 88.991 shares of common stock acquired during the fiscal year 2007 pursuant to the Company's 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.

(2) These shares include 17.785 shares of common stock acquired during the fiscal year 2007 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 pursuant to Rule 16a-11 promulgated thereunder.

(3) These shares include 21.011 shares of common stock acquired during the fiscal year 2007 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 pursuant to Rule 16a-11 promulgated thereunder.

(4) These shares of common stock include 22.359 shares of common stock acquired during the fiscal year year 2007 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 pursuant to Rulle 16a-11 promulgated thereunder.

(5) These shares of common stock include 166.373 shares of common stock acquired during the fiscal year 2007 pursuant to the Company's Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability pursuant 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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