

SMITH WILLIAM G JR
Form 4
September 13, 2005

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)
09/12/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and Chief

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)
Common Stock	09/12/2005		P	V Amount (A) or (D) Price \$ 40,000 A 36.7	615,756.635 (1) (2)	I	2S Partnership
Common Stock					2,106,312.92 (3) (4)	D	
Common Stock					30,658.808 (5) (6)	I	Wife - Paula P. Smith
Common Stock					3,781.174 (7)	I	By Wife's IRA
Common Stock					4,023.855 (8)	I	By IRA

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Common Stock	39,133.931 (10)	(9)	I	Custodian - WGS, III
Common Stock	34,063.885 (11) (12)		I	JWS TRUST
Common Stock	34,063.885 (13) (14)		I	WGS,III Trust
Common Stock	428,616.216 (15) (16)		I	WGS 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)
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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 Chief	

Signatures

William G. Smith, Jr. 09/13/2005

**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 includes 415.048 shares of common stock acquired during the fiscal years of 2004 and 2005 pursuant of the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (2) These shares are adjusted for the 5 for 4 stock split effective June 13, 2003 and the 5 for 4 stock split effective June 1, 2005.
- (3) Includes 469.292 shares of common stock acquired during the fiscal years of 2004 and 2005 under the 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16 a-11 promulgated thereunder.
- (4) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
- (5) Includes 17.5929 shares of common stock acquired during the fiscal years of 2004 and 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (6) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
- (7) Includes 195.9 shares of common stock acquired during the fiscal years of 2004 and 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (8) Includes 208.509 shares of common stock acquired during the fiscal years of 2004 and 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (9) Includes 28.671 of common stock acquired during the fiscal years of 2004 and 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (10) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
- (11) Includes .377 of common stock acquired during the fiscal year of 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition was wxempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (12) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
- (13) Includes .377of common stock acquired during the fiscal year of 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition was exempt from the reporting and short-swing profit liability provision of Section 16 pursuant to Rul1 16a-11 promulgated thereunder.
- (14) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
- (15) Includes 1,769.902 of common stock acquired during the fiscal years of 2004 and 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgatred thereunder.
- (16) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.

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.