

CAPITAL CITY BANK GROUP INC
 Form 4
 September 23, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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)
 09/22/2010

____ Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice President

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 | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|------------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 09/22/2010 | | G | V | 431,526 (1) | A | \$ 0 | 1,049,378.015 (2) | I | By 2 S Partnership |
| Common Stock | 09/22/2010 | | G | V | 431,526 (1) | D | \$ 0 | 1,491.02 (3) | I | By WGS Trust |
| Common Stock | | | | | | | | 2,003,761.101 (4) | D | |
| Common Stock | | | | | | | | 50,288.444 (5) | I | Custodian for daughter |
| Common Stock | | | | | | | | 50,288.444 (5) | I | Custodian for son |
| | | | | | | | | 80,727.896 | I | |

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| | | | | | | |
|--------------|---------------------------|---|--|--|--|------------------|
| Common Stock | | | | | | By VAS Trust |
| Common Stock | 80,727.896 | I | | | | By WHS Trust |
| Common Stock | 84,321.302 ⁽⁶⁾ | I | | | | By JWS Trust |
| Common Stock | 84,321.302 ⁽⁶⁾ | I | | | | By WGS III 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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ David C. Scileppi,
attorney-in-fact

09/22/2010

__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) On September 22, 2010, 431,526 shares were distributed from The William Godfrey Smith Trust to its beneficiaries, Robert Hill Smith and William G. Smith, Jr., who immediately contributed the shares to the 2 S Partnership.
- (2) Includes 75.101 shares acquired under the CCBG 1996 Dividend Reinvestment and Optional Stock Purchase Plan (the "DRIP").
- (3) Includes 534.02 shares acquired under the DRIP.
- (4) Includes 75.101 shares acquired under the DRIP.
- (5) Includes 30.444 shares acquired under the DRIP.
- (6) Includes 1,100.302 shares acquired under the DRIP.

Remarks:

Exhibit List

24. Limited Power of Attorney

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.