

CAPITAL CITY BANK GROUP INC
 Form 4
 January 20, 2017

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)
 PO BOX 11248
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/19/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & 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)	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	01/19/2017		A	V Amount 39,806 (1)	A \$ 0 2,349,711 (2)	D	
Common Stock					1,049,361	I	2S Partnership
Common Stock					1,813 (3)	I	WGS Trust
Common Stock					5,003 (4)	I	IRA
Common Stock					55,666	I	Spouse

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Common Stock	4,702 ⁽⁵⁾	I	Spouse IRA
Common Sstock	90,181 ⁽⁶⁾	I	JWS Trust
Common Stock	89,191 ⁽⁷⁾	I	WGS III Trust
Common Stock	80,728	I	VAS Trust
Common Stock	80,728	I	WHS 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.

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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 Owned Beneficially (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 PO BOX 11248 TALLAHASSEE, FL 32302	X	X	Chairman, President & CEO	

Signatures

/s/William G. Smith, Jr. 01/20/2017

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) Shares granted to the reporting person under the Registrant's Stock-based Incentive Plan.
- (2) Includes 214 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (3) Includes 19 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (4) Includes 51 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (5) Includes 49 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (6) Includes 929 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (7) Includes 920 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)

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.