

CAPITAL CITY BANK GROUP INC
 Form 4
 January 23, 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 *
DAVIS J KIMBROUGH

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)
 217 N. MONROE STREET
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CFO

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	01/19/2014		A	(A) or (D) 3,773 (1)	\$ 0 45,149.308 (2)	D	
Common Stock					31,491.372 (3)	I	Joint with wife
Common Stock					4,449,226 (4)	I	401(k)
Common Stock					6,759.786 (5)	I	Wife's IRA
Common Stock					457.575 (6)	I	Custodian-Allison

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Common Stock	457.575 ⁽⁷⁾	I	Custodian-Amanda
Common Stock	457.575 ⁽⁸⁾	I	Custodian-Andrew
Common Stock	6,251.076 ⁽⁹⁾	I	JKD-IRA
Common Stock	9.52 ⁽¹⁰⁾	I	Wife-Connie

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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
DAVIS J KIMBROUGH 217 N. MONROE STREET TALLAHASSEE, FL 32302			EVP & CFO	

Signatures

/s/J. Kimbrough
Davis 01/23/2017
**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 407.645 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP). Also includes 1,825 shares acquired through Registrant's stock-based purchase plan (ASPP) for 2016.
- (3) Includes 127.170 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (4) Includes 28.968 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (5) Includes 69.733 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (6) Includes 4.715 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (7) Includes 4.715 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (8) Includes 4.715 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (9) Includes 64.485 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (10) Includes 0.099 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.

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