#### CAPITAL CITY BANK GROUP INC

Form 4

January 30, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Person

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SMITH WILLIAM G JR Issuer Symbol CAPITAL CITY BANK GROUP (Check all applicable) INC [CCBG] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director X\_\_ 10% Owner \_ Other (specify X\_ Officer (give title (Month/Day/Year) below) P.O. BOX 11248 01/29/2007 Chairman, President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### TALLAHASSEE, FL 32302

| (City)                               | (State)                              | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                       |                                    |                              |             |                                                                                                                 |                                                          |                                                                |  |
|--------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------|------------------------------------|------------------------------|-------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transacti<br>Code<br>(Instr. 8) | 4. Securion(A) or Di<br>(Instr. 3, | ispose<br>4 and<br>(A)<br>or | ed of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 01/29/2007                           |                                                                                        | P                                     | 1,500                              | A                            | \$<br>34.43 | 617,348.74 (1)                                                                                                  | I                                                        | 2S<br>PARTNERSHIP                                              |  |
| Common<br>Stock                      |                                      |                                                                                        |                                       |                                    |                              |             | 2,098,523.442<br>(2) (5)                                                                                        | D                                                        |                                                                |  |
| Common<br>Stock                      |                                      |                                                                                        |                                       |                                    |                              |             | 40,666                                                                                                          | I                                                        | Wife - Paula P.<br>Smith                                       |  |
| Common<br>Stock                      |                                      |                                                                                        |                                       |                                    |                              |             | 3,889.985 <u>(3)</u>                                                                                            | I                                                        | Wife's - IRA                                                   |  |
| Common<br>Stock                      |                                      |                                                                                        |                                       |                                    |                              |             | 34,063.885                                                                                                      | I                                                        | THE JWS<br>TRUST                                               |  |
|                                      |                                      |                                                                                        |                                       |                                    |                              |             | 34,063.885                                                                                                      | I                                                        |                                                                |  |

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THE WGS, III Common Stock

Trust

Common 4,319.65 (4) Ι WGSjr. IRA Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. DriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | Amou<br>Under<br>Secur | rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------|---------------------|--------------------|------------------------|------------------------------|-----------------------------------------------------|
|                                                     |                                                                       |                                      |                                                             |                                        |                                                                                            | Date<br>Exercisable | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of |                                                     |

Code V (A) (D)

Relationships

# **Reporting Owners**

Deporting Owner Name / Address

| Reporting Owner Name / Address | Director | 10% Owner | Officer | 0 | ther |
|--------------------------------|----------|-----------|---------|---|------|
| SMITH WILLIAM GJR              |          |           |         |   |      |

P.O. BOX 11248 X X Chairman, President & CEO

TALLAHASSEE, FL 32302

## **Signatures**

William G. 01/30/2007 Smith, Jr.

\*\*Signature of Date Reporting Person

### **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 include 48.89 shares of common stock acquired during the fiscal year 2006 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

Reporting Owners 2

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pursuant to Rule 16a-11 prmuglated thereunder.

- These shares of common stock include 387.739 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions pursuant of Section 16 to Rule 16a-11 promuglated thereunder.
- These share include 58.425 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 1996 Dividend (3) Reinvestment Plan. These shares were exempt from the reporting and short swing profit liability provisions pursuant of Section 16 pursuant to Rule 16a-11 promuglated thereunder.
- These shares include 242.175 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's Dividend
  (4) Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions pursuant of Section 16 pursuant to Rule 16a-11 promuglated thereunder.
- (5) In addition, the reporting person is no longer as beneficially owning 39,162.400 shares previouly reported as custodian for his son William G. Smith, III.

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.