

HUMPHRESS JOHN KENT

Form 4

April 29, 2010

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUMPHRESS JOHN KENT

(Last) (First) (Middle)

WADSWORTH, HUMPHRESS,
HOLLAR & CONRAD, PA, 1040
EAST PARK AVE

(Street)

TALLAHASSEE, FL 33201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CAPITAL CITY BANK GROUP
INC [CCBG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 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	03/22/2010		J ⁽¹⁾	V 90,890 D \$ 0 0		I	By Humphress Family Partnership
Common Stock	03/22/2010		J ⁽¹⁾	V 45,445 A \$ 0 45,445		I	By Humphress Family Trust
Common Stock					316	I	By IRA

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Common
Stock

13,004.018
(2) I

By
Wadsworth,
Humphress,
Hollar &
Conrad
401(k) Plan
FBO John K.
Humphress

Common
Stock

31,982 D

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUMPHRESS JOHN KENT
WADSWORTH, HUMPHRESS, HOLLAR & CONRAD,PA
1040 EAST PARK AVE
TALLAHASSEE, FL 33201

X

Signatures

/s/ John K.
Humphress

04/29/2010

Date

Signature of
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).

On March 22, 2010, the Humphress Family Partnership (the "Partnership") was terminated. Of the 90,890 shares of Common Stock held
(1) by the Partnership, 45,443 shares were transferred to the Humphress Family Trust. Mr. Humphress is the trustee of the Humphress Family Trust.

Includes 984,332 shares purchased during 2008-10 under the Company's 1996 Dividend Reinvestment Plan and were exempt from the
(2) reporting and short-swing profit provisions of Section 16 of the Securities Act of 1933, as amended, pursuant to Rule 16a-11 promulgated thereunder.

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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