

CAPITAL CITY BANK GROUP INC
 Form 4
 January 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/12/2015

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
CHIEF FINANCIAL OFFICER

C/O CAPITAL CITY BANK GROUP INC, 217 NORTH MONROE STREET

(Street)

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

TALLAHASSEE, FL 32301

(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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	01/12/2015		A		4,863 (1)	A	\$ 0	35,378.024 (2)	D	
Common stock								31,262.393 (3)	I	Joint with wife
Common Stock								4,391.113 (4)	I	401(k)
Common stock								6,633.697 (5)	I	Wife's IRA
								449.085 (6)	I	

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Common Stock							Custodian - Allison
Common Stock				449.085 ⁽⁶⁾	I		Custodian - Amanda
Common Stock				449.085 ⁽⁶⁾	I		Custodian - Andrew
Common Stock				6,134.477 ⁽⁷⁾	I		JKD - IRA
Common Stock				9.342 ⁽⁸⁾	I		Wife - Connie

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. Number of Derivative Securities Owned Beneficially (Instr. 5)
						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
DAVIS J KIMBROUGH C/O CAPITAL CITY BANK GROUP INC 217 NORTH MONROE STREET TALLAHASSEE, FL 32301	CHIEF FINANCIAL OFFICER

Signatures

/s/ J. Kimbrough
Davis

01/13/2015

__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.

Includes 102 shares purchased under the Registrant's Associate Stock Purchase Plan for 2014. These shares were exempt from the

(2) reporting and short-swing liability provisions of Section 16 pursuant to rule 16b-3 promulgated thereunder and 191.350 shares acquired through the reinvestment of dividends.

(3) Includes 76 shares acquired through the reinvestment of dividends.

(4) Includes 0.457 shares acquired through the Registrant's 401(k) Plan. The information in this report is based on a plan statement dated December 31, 2014..

(5) Includes 42.022 shares acquired through the reinvestment of dividends.

(6) Includes 2.824 shares acquired through the reinvestment of dividends.

(7) Includes 38.860 shares acquired through the reinvestment of dividends.

(8) Includes 0.060 shares acquired through the reinvestment of dividends.

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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