

CAPITAL CITY BANK GROUP INC

Form 4

December 22, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH ROBERT HILL

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)
12/19/2008

____ Director ____X____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President

P.O. BOX 11248

(Street)

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

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

TALLAHASSEE, FL 32302

(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) (A) or (D) Price	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	12/19/2008		G	188,007 (1) A \$ 0	2,003,474.009 (2)	D	
Common Stock					50,173.607 (3)	I	Custodian for Daughter
Common Stock					50,173.607 (4)	I	Custodian for Son
Common Stock					617,490.009 (5)	I	2S Partnership
Common Stock					430,799.355 (6)	I	THE WGS TRUST

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Common Stock	35,023.896	I	The VAS TRUST
Common Stock	35,023.896	I	THE WHS TRUST

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 Repo Trans (Instr
				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 ROBERT HILL P.O. BOX 11248 TALLAHASSEE, FL 32302	X Vice President

Signatures

Robert H. Smith 12/22/2008

**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) "Represents remainder interest distribution from the Smith Family Charitable Lead Trust."

(2) These shares include 87.806 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11

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promulgated thereunder.

These shares include 35.123 shares of common stock acquired in 2007 and 2008 pursuant to the Company's 1996 Dividend Reinvestment

- (3) Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

These shares include 35.123 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment

- (4) Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

These shares include 87.806 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment

- (5) Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

These shares include 821.397 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment

- (6) Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 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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