

CAPITAL CITY BANK GROUP INC
 Form 4
 September 14, 2005

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 *
 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)
 P.O. BOX 11248
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/12/2005

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 09/12/2005 | | P | 40,000 A \$ 36.7 | 615,756.635 ⁽¹⁾ <u>(2)</u> | I | 2S Partnership |
| Common Stock | | | | | 1,887,233.635 <u>(3)</u> <u>(4)</u> | D | |
| Common Stock | | | | | 50,080.256 ⁽⁵⁾ <u>(6)</u> | I | Custodian - Daughter |
| Common Stock | | | | | 50,080.256 ⁽⁷⁾ <u>(8)</u> | I | Custodian - Son |
| Common Stock | | | | | 35,023.896 ⁽⁹⁾ <u>(10)</u> | I | VAS TRUST |
| | | | | | | I | |

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| | | | |
|--------------|---|---|-----------|
| Common Stock | 35,023.896 ⁽¹¹⁾ <u>(12)</u> | | WHS TRUST |
| Common Stock | 428,616.216 <u>(13)</u> <u>(14)</u> | I | WGS TRUST |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 09/14/2005
 __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 shares include 415.048 shares of common stock acquired during the fiscal years of 2002, 2003, 2004 and 2005 pursuant of the Company's 1995 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

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- (2) These shares are adjusted for the 5 for stock split effective June 13, 2003 and July 1, 2005.
These shares include 415.048 shares of common stock acquired during the fiscal years of 2002, 2003, 2004 and 2005 pursuant to of the
- (3) Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (4) These shares are adjusted for the 5 for 4 stock effective June 13, 2003 and the 5 for 4 stock split effective June 1, 2005.
These shares include 166.681 shares of common stock acquired during the fiscal years 2002, 2003, 2004 and 2005 pursuant of the
- (5) Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (6) These shares have been adjusted for the 5 for 4 stock split effective June 13, 2003 and the 5 for 4 stock split effective June 1, 2005.
These shares include 166.681 shares of common stock acquired during the fiscal years of 2002, 2003, 2004 and 2005 pursuant to the
- (7) Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (8) These shares are adjusted for the 5 for 4 stock split effective June 13, 2003 and the 5 for 4 stock split effective June 1, 2005.
These shares include 88.882 shares of common stock acquired during the fiscal years 2002, 2003, 2004 and 2005 pursuant to the
- (9) Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (10) These shares are adjusted for the 5 for 4 stock split effective June 13, 2003 and the 5 for 4 stock split effective June 1, 2005.
These shares include 88.882 shares of common stock acquired during the fiscal years of 2002, 2003, 2004 and 2005 pursuant to the
- (11) Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (12) These share are adjusted for the 5 for 4 stock split effective June 13, 2003 and July 1, 2005.
These shares include 3,335.472 shares of common stock acquired during the fiscal years 2002, 2003, 2004 and 2005 pursuant to the
- (13) Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (14) These shares are adjusted for the 5 for 4 stock split effective June 13, 2003 and the 5 for 4 stock split effective July 1, 2005.

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.