

CAPITAL CITY BANK GROUP INC
 Form 4
 September 22, 2008

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 *
 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)
 217 NORTH MONROE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/22/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CFO

TALLAHASSEE, FL 32301

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 09/18/2008 | | S | 5,000 | D | \$ 28.96 | 15,848.937 | I | Joint With Wife |
| Common Stock | 09/18/2008 | | S | 200 | D | \$ 32.2201 | 15,648.937 | I | Joint with Wife |
| Common Stock | 09/18/2008 | | S | 1,739 | D | \$ 32.285 | 13,909.937 | I | Joint with Wife |
| Common Stock | 09/18/2008 | | S | 100 | D | \$ 32.23 | 13,809.937 | I | Joint with Wife |
| Common Stock | 09/18/2008 | | S | 200 | D | \$ 32.22 | 13,609.937 | I | Joint with Wife |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------------------------|---|------------------------------------|
| Common Stock | 09/18/2008 | S | 2,761 | D | \$ 31.99 | 10,848.937 | I | Joint with Wife |
| Common Stock | | | | | | 35,579.114 | D | |
| Common Stock | | | | | | 3,872.72 ⁽¹⁾ | I | IRA ⁽¹⁾ |
| Common Stock | | | | | | 5,778.624 ⁽²⁾ | I | Wife's IRA |
| Common Stock | | | | | | 392.631 ⁽³⁾ | I | Custodian - Allison ⁽³⁾ |
| Common Stock | | | | | | 392.631 | I | Custodian - Amanda ⁽³⁾ |
| Common Stock | | | | | | 392.631 ⁽⁴⁾ | I | Custodian - Andrew |
| Common Stock | | | | | | 8.168 ⁽⁵⁾ | I | Wife - Connie |
| Common Stock | | | | | | 5,343.754 ⁽⁶⁾ | I | JKD - IRA |

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.

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(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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| DAVIS J KIMBROUGH 217 NORTH MONROE STREET TALLAHASSEE, FL 32301 | | | EVP & CFO | |

Signatures

J. Kimbrough
Davis 09/22/2008
**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) These shares include 23.047 shares of common stock acquired during the fiscal year 2007 & 2008 pursuant to the Company's 1196 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (2) These shares include 290.624 shares of common stock acquired during the fiscal year 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (3) These shares include 14.041 shares of common stock acquired during the fiscal year 2007 & 2008 under the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (4) Includes 14.041 shares of common stock acquired during the fiscal year 2007 & 200 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (5) Includes .292 shares of common stock acquired during the fiscal year 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (6) Includes 268.754 shares of common stock acquired of common stock acquires during the fiscal year 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing 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. 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.