

SMITH WILLIAM G JR

Form 4

March 12, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH WILLIAM G JR

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)
03/10/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

P.O. BOX 11248

(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 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)	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					2,247,801.348	D	
Common Stock					4,583.389 ⁽¹⁾	I	By WGS Jr. IRA
Common Stock					4,307.429 ⁽²⁾	I	By Spouse IRA
Common Stock					55,666	I	By Spouse IRA
Common Stock					617,702.096 ⁽³⁾	I	By 2S Partnership
					432,483 ⁽⁴⁾	I	

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Common Stock										By WGS Trust
Common Stock	03/10/2010		W	V	45,704	A	\$ 0	83,220.728	I	By JWS Trust
Common Stock	03/10/2010		W	V	45,704	A	\$ 0	83,200.728	I	By WGS III Trust
Common Stock	03/10/2010		W	V	45,704	A	\$ 0	80,727.896	I	By VAS Trust
Common Stock	03/10/2010		W	V	45,704	A	\$ 0	80,727.896	I	By WGS Trust

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

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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 Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
SMITH WILLIAM G JR P.O. BOX 11248 TALLAHASSEE, FL 32302	X	X	Chairman, President & CEO	

Signatures

/s/ William G. Smith, Jr. 03/12/2010

__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) Includes 233.258 shares acquired under the CCBG 1996 Dividend Reinvestment and Optional Stock Purchase Plan (the "DRIP").
- (2) Includes 219.661 shares acquired under the DRIP.
- (3) Includes 185.936 shares acquired under the DRIP.
- (4) Includes 1,439.011 shares acquired under the DRIP.

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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