

HUMPHRESS JOHN KENT
Form 4
April 29, 2010

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 *
HUMPHRESS JOHN KENT

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)

WADSWORTH, HUMPHRESS,
HOLLAR & CONRAD, PA, 1040
EAST PARK AVE

(Street)

TALLAHASSEE, FL 33201

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 or Disposed of (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) Code V Amount Price | | | |
| Common Stock | 03/22/2010 | | J(1) | V 90,890 D \$ 0 0 | | I | By Humphress Family Partnership |
| Common Stock | 03/22/2010 | | J(1) | V 45,445 A \$ 0 45,445 | | I | By Humphress Family Trust |
| Common Stock | | | | | 316 | I | By IRA |

Signature of
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).

On March 22, 2010, the Humphress Family Partnership (the "Partnership") was terminated. Of the 90,890 shares of Common Stock held

(1) by the Partnership, 45,443 shares were transferred to the Humphress Family Trust. Mr. Humphress is the trustee of the Humphress Family Trust.

Includes 984,332 shares purchased during 2008-10 under the Company's 1996 Dividend Reinvestment Plan and were exempt from the

(2) reporting and short-swing profit provisions of Section 16 of the Securities Act of 1933, as amended, 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.