

DAVIS J KIMBROUGH

Form 4

February 09, 2006

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

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(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)

TALLAHASSEE, FL 32301

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2006

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D)	Price	
Common Stock	02/08/2006		P		772 ⁽¹⁾	A \$ 0	30,877.545 ⁽²⁾ ⁽³⁾ D
Common Stock							5,075 ⁽⁴⁾ I By 401(k) Plan
Common Stock							5,488 ⁽⁵⁾ I Wife's IRA
Common Stock							19,710.271 ⁽⁶⁾ I Joint with Wife
Common Stock							371.187 ⁽⁷⁾ ⁽⁸⁾ I Custodian for Allison

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Common Stock	371.187 <u>(7)</u> <u>(8)</u> I	Custodian for Amanda
Common Stock	371.187 <u>(7)</u> <u>(8)</u> I	Custodian for John
Common Stock	371.187 <u>(7)</u> <u>(8)</u> I	Custodian for Andrew
Common Stock	7.722 <u>(7)</u> <u>(9)</u> I	Wife - Connie

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
DAVIS J KIMBROUGH 217 NORTH MONROE STREET TALLAHASSEE, FL 32301	Director 10% Owner Officer Other Executive Vice President & CFO

Signatures

J. Kimbrough
Davis 02/09/2006

**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 were issued under a performance share award under the 2005 Associate Incentive Plan of Capital City Bank Group, Inc. (The "Company") in a transaction exempt from the short-swing profit liability of Section 16b-3 promulgated thereunder.

These shares include 258,545 shares of common stock acquired during the fiscal year 2005 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 are adjusted for the 5 for 4 stock split effective June 1, 2005.

(4) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.

(5) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005

(6) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.

(7) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.

Includes 3.187 shares of common stock acquired during the fiscal year 2005 under the Company's 1996 Dividend Reinvestment Plan.

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

Includes 1.01 shares of common stock acquired during the fiscal year 2005 under the Company's 1996 Dividend Reinvestment Plan.

(9) These acquisitions 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.

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