SMITH WILLIAM G JR

Form 4

February 08, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

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Form filed by More than One Reporting

Person

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad SMITH WIL	*	ing Person *	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) P.O. BOX 11	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2006	_X DirectorX 10% OwnerX Officer (give title Other (specify below) Chairman, President and CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			

TALLAHASSEE, FL 32302

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Securities A	Acquired, Disposed	of, or Benefic	ially 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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	02/08/2006		P	1,244 A \$ 0	2,097,559.584 (2)	D	
Common Stock					40,633.999 (3)	I	Wife - Paula P. Smith
Common Stock					3,813.928 (4)	I	Wife's IRA
Common Stock					4,058.711 (5)	I	WGS, jr. IRA
Common Stock					34,063.885	I	JWS Trust
					34,063.885	I	

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Common Stock		WGS III Trust
Common Stock	39,142.58 <u>(6)</u> I	Custodian - WGS III
Common Stock	428,875.577 <u>(7)</u> I	The WGS Trust
Common Stock	615,784.36 (8) I	2S Partnership
Demaindent Demost on a compared line for each place of accomities handfaight, award directors	lv. on indinostlv	

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. biNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
noporous o mar rumo, rumo	Director	10% Owner	Officer	Other				
SMITH WILLIAM G JR P.O. BOX 11248 TALLAHASSEE, FL 32302	X	X	Chairman, President and CEO					

Signatures

William G.
Smith, Jr.

**Signature of Reporting Person

O2/08/2006

Date

Reporting Owners 2

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 granted under the 2005 Assocaite Incentive Plan of Gapital City Bank, Inc. (The"Company) in a transaction exempt from the short-swing profit liability of Section 16b-3(d) promulgated thereunder.
- These shares include 72.191 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend (2) Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- These shares include 2.644 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend
 (3) Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- These shaareof common stock includes 16.722 shares acquired during the fiscal year 2005 pursuant of the Company's 1996 Dividend
 (4) Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (5) These shares on clude 17.795 shares of common stock acquired during the fiscal year 2005. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16a-11 promulgated thereunder.
- These shares includ 4.405 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend

 (6) Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- These shares include 132.414 shares of common stock acquired during the fiscal year 2005 pursuant of the Company's 1996 Dividend
 (7) Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions of Section pursuant to Rule 16a-11 promulgated thereunder.
- These shares include 14.155 shares of common stock acquired during the fiscal year 2005 pursuant of the Company's 1996 Dividend
 (8) Reinvestment Plan. These shares were exempt from the reporting and short-swing profit 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.