

SMITH WILLIAM G JR
Form 4
December 31, 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 *
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)
12/31/2008

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)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/31/2008		G		45,000	D	\$ 0
Common Stock					2,245,696.851	D	
Common Stock					55,666	I	Wife
Common Stock					4,350.129 ⁽¹⁾	I	WGS, Jr. IRA
Common Stock					4,087.768 ⁽²⁾	I	Wife's IRA
Common Stock					617,516.16 ⁽³⁾	I	2S Partnership
					431,043.989 ⁽⁴⁾	I	

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These shares include 30.894 shares of common stock acquired in 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition is exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

These shares include 26.151 shares of common stock acquired in 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan.

(3) This acquisition is exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

(4) These shares include 244.634 shares of common stock acquired in 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition is exempt from the reporting and short-swing profit liability provisions of Section 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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