

CAPITAL CITY BANK GROUP INC
 Form 4
 December 22, 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 ROBERT HILL

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)
 P.O. BOX 11248
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2008

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

TALLAHASSEE, FL 32302

(City) (State) (Zip)

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/19/2008 | | G | 188,007 (1) A \$ 0 | 2,003,474.009 (2) | D | |
| Common Stock | | | | | 50,173.607 (3) | I | Custodian for Daughter |
| Common Stock | | | | | 50,173.607 (4) | I | Custodian for Son |
| Common Stock | | | | | 617,490.009 (5) | I | 2S Partnership |
| Common Stock | | | | | 430,799.355 (6) | I | THE WGS TRUST |

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| | | | |
|--------------|------------|---|---------------|
| Common Stock | 35,023.896 | I | The VAS TRUST |
| Common Stock | 35,023.896 | I | THE WHS TRUST |

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)

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 Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH ROBERT HILL P.O. BOX 11248 TALLAHASSEE, FL 32302 | | X | Vice President | |

Signatures

Robert H. Smith 12/22/2008
 __Signature of Date
 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).
- (1) "Represents remainder interest distribution from the Smith Family Charitable Lead Trust."
- (2) These shares include 87.806 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions are exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11

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promulgated thereunder.

These shares include 35.123 shares of common stock acquired in 2007 and 2008 pursuant to the Company's 1996 Dividend Reinvestment

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

These shares include 35.123 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment

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

These shares include 87.806 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment

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

These shares include 821.397 shares of common stock acquired in 2007 & 2008 pursuant to the Company's 1996 Dividend Reinvestment

- (6) Plan. These acquisitions are 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.

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