

SMITH WILLIAM G JR
Form 4
July 19, 2018

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)
PO BOX 11248
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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 Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-------------|-----|-----------|-----------|
| | | | Code | V or (D) | Amount or Price | | | | | | |
| Common Stock | 03/23/2018 | | J | V | 524,694.313 (1) | A | \$ 0 | 524,694.313 | I | SSX2, LLC | |
| Common Stock | | | | | | | | 2,355,395 | (2) | D | |
| Common Stock | | | | | | | | 1,828 | | I | WGS Trust |
| Common Stock | | | | | | | | 5,059 | (3) | I | IRA |
| Common Stock | | | | | | | | 55,666 | | I | Spouse |

| | | | |
|--------------|----------------------|---|------------|
| Common Stock | 4,754 ⁽⁴⁾ | I | Spouse-IRA |
| Common Stock | 80,728 | I | WHS Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Beneficially Owned Following Reported Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH WILLIAM G JR PO BOX 11248 TALLAHASSEE, FL 32302 | X | X | Chairman, President & CEO | |

Signatures

/s/ William G. Smith, Jr. 07/10/2018

__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) 1. Reporting person transferred his 50% interest in 2S Partnership to SSX2, LLC for an 100% interest in SSX2, LLC. Reporting person transferred a 99% interest in SSX2 by bona fide gift to J&W Trust of which the reporting person is a Co-Trustee. 2S Partnership

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dissolved and SSX2 became the outright owner of 524,694.313 shares of CCBG. Reporting person was reporting 100% of the 2S Partnership due to his role a general partner even though he was only a 50% owner. Now he is only reporting his interest in CCBG Common Stock through his beneficial ownership of SSX2, LLC. This amount consists of 519,447.37 as a Co-Trustee of the J&W Trust which owns 99% of SSX2 and reporting person individually owns a 1% interest in SSX2 consisting of 5,246.943 shares of CCBG Common Stock.

- (2) Includes 59 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (3) Includes 15 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (4) Includes 14 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)

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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