

CAPITAL CITY BANK GROUP INC
 Form 4
 May 11, 2006

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)
 P.O. BOX 11248
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, Pres. and CEO

TALLAHASSEE, FL 32302

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

(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 or Price | | |
| Common Stock | 05/10/2006 | | P | | 116 A \$ 32 | 2,097,675.584 | D |
| Common Stock | 05/10/2006 | | P | | 100 A \$ 32.64 | 2,097,775.584 | D |
| Common Stock | 05/10/2006 | | P | | 294 A \$ 32.65 | 2,098,069.84 | D |
| Common Stock | 05/10/2006 | | G | | 5 D \$ 0 | 2,098,064.84 | D |
| Common Stock | 05/10/2006 | | G | | 5 D \$ 0 | 2,098,135.703 (1) | D |
| | | | | | | 40,666 (2) | I |

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| | | | | | | | |
|--------------|--|--|--|----------------------------|---|--|-----------------------|
| Common Stock | | | | | | | Wife - Paula P. Smith |
| Common Stock | | | | 3,831.56 ⁽³⁾ | I | | Wife's - IRA |
| Common Stock | | | | 4,077.475 ⁽⁴⁾ | I | | WGS, jr - IRA |
| Common Stock | | | | 34,063.885 | I | | JWS TRUST |
| Common Stock | | | | 34,063.885 | I | | WGS III TRUST |
| Common Stock | | | | 39,147.224 ⁽⁵⁾ | I | | Custodian - WGS III |
| Common Stock | | | | 429,015.195 ⁽⁶⁾ | I | | THE WGS TRUST |
| Common Stock | | | | 615,799.285 ⁽⁷⁾ | I | | 2S Partnership |

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.

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(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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

SMITH WILLIAM G JR
P.O. BOX 11248 X X Chairman, Pres. and CEO
TALLAHASSEE, FL 32302

Signatures

William G. 05/11/2006
Smith, Jr.

**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) These shares include 76.119 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing profit liability provisions pursuant of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

These shares include 2.001 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 1996 Dividend
 - (2) Reinvestment Plan. These shares of were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

These shares include 17.632 shares of common stock acquired during the fiscal year 2006 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 shares include 18.764 shares of common stock acquired during the fiscal year 2006 pursuant to 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.

These shares include 4.644 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 1996 Dividend
 - (5) Reinvestment Plan. These shares of common stock were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant Rule 16a-11 promulgated thereunder.

These shares include 139.618 shares of common stock acquired during the fiscal year 2006 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 14.925 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 1996 Dividend
 - (7) 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.