

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY
(AS PERMITTED BY RULE 14A-6(E)(2))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to Section 240.14a-11(c) or
Section 240-14a-12

Capital City Bank Group, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- [] Fee paid previously with preliminary materials:
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing and registration statement number, or the form or schedule and the date of its filing.
 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No:
 - (3) Filing Party:
 - (4) Date Filed:

EXPLANATORY NOTE: This Amendment No. 1 to the Company's Definitive Proxy Statement on Schedule 14A is being filed to reflect corrected information in the Summary Compensation Table for the Company's President and Chief Executive Officer and the two other executive officers of the Company who earned over \$100,000 in aggregate salary, bonus and other compensation in the fiscal year ended December 31, 2002. Shown below is the correct and current Summary Compensation Table.

SUMMARY COMPENSATION TABLE

The following summary compensation table shows compensation information for the Company's President and Chief Executive Officer and the two other executive officers of the Company who earned over \$100,000 in aggregate salary, bonus and other compensation in the fiscal year ended December 31, 2002.

<TABLE>

Name and Principal Position <S>	Year <C>	Annual Compensation			Long-Term Compensation
		Salary <C>	Bonus <C>	Other Annual Compensation <F1> <C>	Long-Term Incentive Plan Payouts <F2> <C>
William G. Smith, Jr. President and Chief Executive Officer	2002	\$175,000	\$437,648 <F3>	\$7,387	---
	2001	\$158,000	\$159,452 <F3>	\$5,543	---
	2000	\$145,000	\$260,337 <F3>	\$16,576	\$36,177
Thomas A. Barron Treasurer	2002	\$174,000	\$406,609 <F3>	\$7,071	---
	2001	\$168,000	\$148,915 <F3>	\$5,461	---
	2000	\$160,000	\$254,857 <F3>	\$21,145	\$50,965
J. Kimbrough Davis Executive Vice President	2002	\$155,000	\$156,452 <F3>	\$4,325	---
	2001	\$150,000	\$59,460 <F3>	\$3,320	---

and Chief Financial Officer	2000	\$135,000	\$82,062 <F3>	\$8,569	\$18,113
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<FN>

<F1> Consists of cash bonuses paid as a tax supplement to participants in the 1996 Associate Incentive Plan.

<F2> Consists of the dollar value of all payouts made for long-term performance awards earned under the 1996 Associate Incentive Plan.

<F3> Includes cash bonuses and the dollar value of short-term incentive stock awards.

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