

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 11-K

/ X / ANNUAL REPORT PURSUANT TO SECTION 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended: December 31, 2002  
OR  
/ / TRANSITION REPORT PURSUANT TO SECTION 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period: N/A

Commission File Number 0-13358

A. Full title of the plan and the address of the plan, if different  
from that of the issuer named below:

CAPITAL CITY BANK GROUP, INC. Profit Sharing 401(k) Plan.  
-----  
(Exact name of the plan)

B. Name of issuer of the securities held pursuant to the plan and  
the address of its principal executive office:

CAPITAL CITY BANK GROUP, INC.  
-----  
(Exact name of registrant as specified in its charter)

217 North Monroe Street, Tallahassee, Florida 32301  
-----  
(Address of principal executive offices)

REQUIRED INFORMATION

The following financial statements shall be furnished for the plan:

Capital City Bank Group, Inc. Profit Sharing 401(k) Plan ("Plan") is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). Therefore, in lieu of the requirements of items 1-3 of form 11-K, the financial statements and schedule of the plan for the fiscal year ended December 31, 2002 have been prepared in accordance with the financial reporting requirements of ERISA.

CAPITAL CITY BANK GROUP, INC.  
PROFIT SHARING 401(K) PLAN

Financial Statements and Schedule

December 31, 2002 and 2001

(With Independent Auditors' Report Thereon)

CAPITAL CITY BANK GROUP, INC.  
PROFIT SHARING 401(K) PLAN

Table of Contents

	Page
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits	
- December 31, 2002 and 2001	2
Statement of Changes in Net Assets Available for Benefits	
- Year ended December 31, 2002	3
Notes to Financial Statements	4
Schedule	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	8

Independent Auditors' Report

To the Retirement Committee of  
Capital City Bank Group, Inc.:

We have audited the 2002 and 2001 financial statements of Capital City Bank Group, Inc. Profit Sharing 401(k) Plan (the "Plan") as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan administrator. Our responsibility is to express an

opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2002 and 2001, and the changes in net assets available for benefits for the year ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan administrator. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Jacksonville, Florida  
June 20, 2003

<TABLE>

CAPITAL CITY BANK GROUP, INC.  
PROFIT SHARING 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2002 and 2001

	2002	2001
	-----	-----
<S>	<C>	<C>
Assets:		
Cash	\$ 14	-
Investments, at fair value (note 3)	3,467,631	3,291,043
Participant contributions receivable	54,962	61,293
	-----	-----
	3,522,607	3,352,336
Liabilities - Excess contributions payable	33,896	-
	-----	-----
Net assets available for benefits	\$3,488,711	3,352,336
	=====	=====

See accompanying notes to financial statements.

</TABLE>

2

<TABLE>

CAPITAL CITY BANK GROUP, INC.  
PROFIT SHARING 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2002

<S>	<C>
Additions:	
Contributions:	
Participant	\$ 763,262
Rollovers	97,104
	-----
Total contributions	860,366
Dividends and interest income	4,196
	-----

Total additions	864,562
	-----
Deductions:	
Benefits paid to participants	330,214
Net depreciation in fair value of investments (note 3)	397,973
	-----
Total deductions	728,187
	-----
Net increase in net assets available for benefits	136,375
Net assets available for benefits:	
Beginning of year	3,352,336
	-----
End of year	\$3,488,711
	=====

See accompanying notes to financial statements.

</TABLE>

CAPITAL CITY BANK GROUP, INC. PROFIT SHARING 401(K) PLAN

Notes to Financial Statements

December 31, 2002 and 2001

(1) Description of the Plan

The following description of the Capital City Bank Group, Inc. Profit Sharing 401(k) Plan (the Plan) provides general information only. More complete information regarding the Plan's provisions may be found in the Plan document.

(a) General

The Plan, established on October 1, 1997, effective retroactive to January 1, 1997, is a defined contribution retirement plan under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified deferred arrangement as described in Section 401(k) of the IRC. The Plan provides benefits to all eligible employees of Capital City Bank Group, Inc. (the Company). Employees of the Company who are 21 years of age or older become eligible to participate in the Plan at the time of employment. Employees may enter the Plan as of the January 1, April 1, July 1, or October 1 following the date upon which the employee becomes eligible to participate in the Plan.

(b) Plan Administration

The overall responsibility for administering the Plan rests with the Company. The Plan's trustee, Capital City Trust Company (the Trustee), is responsible for the management and control of the Plan's assets. Federated Investors, Inc. provides record-keeping services for the Plan.

(c) Contributions and Excess Contributions

Each year, participants may elect to contribute up to 15% of pretax annual compensation, as defined in the Plan and subject to certain limitations under the IRC. Participants may choose to change their deferral percentage at any time. Discretionary employer matching and profit-sharing contributions may be contributed to the Plan at the option of the Company's Board of Directors, subject to certain limitations. There were no employer contributions in 2002. Excess contributions represent amounts in excess of the requirements of the IRC. Such excess contributions were remitted back to employees within 2 1/2 months of the Plan's year-end.

(d) Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of Plan earnings. Allocations of plan earnings are based on account balances, as defined in the Plan. Employer discretionary contributions are allocated among all participants in an amount equal to the ratio of the participant's compensation to the compensation of all participants for the plan year. Employer discretionary contributions are invested based on the participant's elective deferral.

(e) Investment Options

Participants can direct their contributions into 15 investment options. Participants can change their investment elections and balances daily via telephone voice response system, with their contributions being changed the next applicable payroll period.

CAPITAL CITY BANK GROUP, INC. PROFIT SHARING 401(K) PLAN

Notes to Financial Statements

December 31, 2002 and 2001

(f) Benefits Paid to Participants

Effective January 1, 2002, upon termination of service due to death, disability, retirement or other reason, a participant will receive a lump-sum amount equal to the value of the vested interest in his or her account. Participants may also receive a distribution while in service upon demonstration of financial hardship.

(g) Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after three years of credited service. Credited service is based on 1,000 hours of work in one year.

(2) Summary of Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

(b) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Investments

The Plan's investments are stated at fair value. Securities traded on a national securities exchange are valued at quoted market prices. The Company's common stock is valued at its quoted market price as listed on the NASDAQ national market under the ticker symbol CCBG.

The Plan's investments include funds, which invest in various types of investment securities and in various companies within various markets. Investments are exposed to several risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the Plan's financial statements and schedule.

(d) Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

(e) Plan Expenses

All plan expenses are paid by the Company.

Notes to Financial Statements

December 31, 2002 and 2001

(f) Voting Rights

The Trustee is required to vote on behalf of the collective best interest of plan participants and beneficiaries, as instructed by the proxy statement.

(3) Investments

The investments of the Plan are held in a trust fund administered by the Trustee. Investments that represent 5% or more of the Plan's net assets available for benefits are separately identified as follows:

<S>	2002 -----	2001 -----
<S>	<C>	<C>
Investments at fair value:		
Federated Max-Cap Fund (60,158 and 52,030 shares)	\$ 1,070,228	1,208,671
Federated Treasury Obligations Fund (802,700 and 788,292 shares)	802,700	788,292
Capital City Bank Group, Inc. Common Stock (7,154 and 6,494 shares)	280,365	157,349
Federated International Equity Fund (18,693 and 15,327 shares)	215,167	230,833
Federated Capital Appreciation Fund (10,829 and 7,069 shares)	209,765	169,388
Federated Equity Fund (56,340 shares)	194,375	-
Federated Aggressive Growth Fund (18,859 shares)	-	222,923

During the year ended December 31, 2002, the Plan's investments, including gains and losses on investments bought and sold as well as held during the year, (depreciated) appreciated in value as follows:

<S>	<C>
Mutual funds	\$ (501,009)
Common stock	103,036
	-----
Net depreciation in fair value of investments	\$ (397,973)
	=====

CAPITAL CITY BANK GROUP, INC. PROFIT SHARING 401(K) PLAN

Notes to Financial Statements

December 31, 2002 and 2001

(4) Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974. In the event of plan termination, participants would become 100% vested in their accounts.

(5) Tax Status

The Internal Revenue Service issued a determination letter dated November 19, 2001, stating that the Plan was designed in accordance with applicable IRC requirements as of that date. Though the Plan has been amended since the date of such letter, the Plan administrator believes the Plan continues to be designed and is being operated in compliance with the applicable requirements of the IRC.

(6) Related Parties

The Plan owns 7,154 and 6,494 shares of the Company's stock at December 31, 2002 and 2001, respectively, which represents approximately

0.07% and 0.06% of the outstanding common stock of the Company.

(7) Reconciliation to Form 5500

As of December 31, 2001, the Plan had \$19,277 of pending distributions to participants who elected distributions from the Plan. These amounts were recorded as a liability in the Plan's Form 5500 as of December 31, 2001, however they were not recorded as benefits paid in the accompanying statement of net assets available for benefits until 2002.

The following table reconciles net assets available for benefits on the financial statements to the Form 5500 as filed by the Company for the years ended December 31, 2002 and 2001:

<TABLE>

	Benefits paid -----	Net assets available for benefits - 2002 -----	Net assets available for benefits - 2001 -----
<S>	<C>	<C>	<C>
Amount on financial statements	\$ 330,214	3,488,711	3,352,336
2001 amounts pending distributions to participants	(19,277)	-	(19,277)
Balance on Form 5500	\$ 310,937 =====	3,488,711 =====	3,333,059 =====

</TABLE>

7

<TABLE>

CAPITAL CITY BANK GROUP, INC.  
PROFIT SHARING 401(k) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2002

Identity of Party involved -----	Description of investment -----	Fair value -----
<S>	<C>	<C>
* Federated Investors, Inc.	Mutual Funds: Federated Max-Cap Fund, 60,158 shares Federated Treasury Obligations Fund, 802,700 shares Federated International Equity Fund, 18,693 shares Federated Capital Appreciation Fund, 10,829 shares Federated Equity Fund, 56,340 shares Federated Total Return Fund, 14,847 shares Federated U.S. Government Securities Fund, 11,937 shares Federated Growth Strategies Fund, 7,372 shares Federated Stock Trust Fund, 3,301 shares Federated Managed Moderate Growth Portfolio Fund, 6,284 shares Federated Managed Growth Portfolio Fund, 4,375 shares Federated International Small Company Fund, 2,720 shares Federated Managed Income Portfolio Fund, 1,936 shares Federated Managed Conservative Growth Portfolio Fund, 620 shares	\$1,070,228 802,700 215,167 209,765 194,375 160,206 139,307 138,005 89,730 60,649 41,265 40,350 19,617 5,902
* Capital City Bank Group, Inc.	Capital City Bank Group, Inc., Common Stock, 7,154 shares	280,365
		----- \$3,467,631 =====

\* Represents a party in interest.

See accompanying independent auditors' report.

</TABLE>

8

EXHIBIT INDEX

Exhibit No. -----	Document -----
23	Independent Auditors' Consent
99.1	Certification required by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.2	Certification required by the Chief Financial Officer pursuant

to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CAPITAL CITY BANK GROUP, INC. Profit Sharing 401(k) Plan

By: Capital City Trust Company, Trustee

By: /s/ Randolph M. Pople  
-----  
Randolph M. Pople, President

Exhibit 23. Independent Auditors' Consent

Independent Auditors' Consent

To the Retirement Committee of  
Capital City Bank Group, Inc.:

We consent to incorporation by reference in the registration statement (No. 333-36693) on Form S-8 of Capital City Bank Group, Inc. of our report dated June 20, 2003, relating to the financial statements and supplemental schedule of Capital City Bank Group, Inc. Profit Sharing 401(k) Plan as of December 31, 2002 and 2001 and for the year ended December 31, 2002, which report appears in the December 31, 2002 annual report on Form 11-K of Capital City Bank Group, Inc. Profit Sharing 401(k) Plan.

KPMG LLP

Jacksonville, Florida  
June 27, 2003



Exhibit 99.1. Certification required by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that (1) this Annual Report of Capital City Bank Group, Inc. Profit Sharing 401 (k) Plan (the "Plan") on Form 11-K for the year ended December 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (this "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended, and (2) the information contained in this Report fairly presents, in all material respects, the net assets available for benefits and changes in net assets available for benefits of the Plan.

/s/ William G. Smith, Jr.

-----  
William G. Smith, Jr.  
President and Chief Executive Officer

Date: June 27, 2003

Exhibit 99.2. Certification required by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that (1) this Annual Report of Capital City Bank Group, Inc. Profit Sharing 401 (k) Plan (the "Plan") on Form 11-K for the year ended December 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (this "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended, and (2) the information contained in this Report fairly presents, in all material respects, the net assets available for benefits and changes in net assets available for benefits of the Plan.

/s/ J. Kimbrough Davis

-----  
J. Kimbrough Davis  
Executive Vice President and  
Chief Financial Officer

Date: June 27, 2003