

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 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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO		
(Last) P.O. BOX 900	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2004					
(Street) TALLAHASSEE, FL 32302			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price				
Common Stock	01/29/2004		A	(1)	2,670	(2)	A	\$ 0	1,684,144.628 (3) (4)	D	
Common Stock									24,510.555 (3) (5) (6)	I	Spouse
Common Stock									3,132.373 (3) (7)	I	By IRA
Common Stock									2,943.274 (3) (8)	I	By Wife's IRA
Common Stock									342,111.314 (3) (9)	D	
Common Stock									27,251.508 (3)	I	Trust - Son
Common Stock									27,251.508 (3)	I	Trust-Daughter
Common Stock									31,280.26 (3) (10)	I	Custodian - Son
Common Stock									460,522.882 (3) (11)	I	2S Partnership

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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
SMITH WILLIAM G JR P.O. BOX 900 TALLAHASSEE, FL 32302	X	X	Chairman, President and CEO	

Signatures

William G. Smith, Jr.	01/29/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) This transaction is exempt from Section 16 reporting and is being voluntarily reported by the reporting person.
 - (2) These shares were issued under a performance share award granted under the 1996 Associate Incentive Plan of Capital City Bank Group, Inc. ("the Company") in a transaction exempt from the short-swing profit liability provisions of Section 16 pursuant to Rule 16b-3(d) promulgated thereunder.
 - (3) These shares are adjusted for the 5 for 4 stock split in the form of a stock dividend effective June 13, 2003.
 - (4) Includes 275.57 of common stock acquired during the fiscal year 2003 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (5) The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is beneficial owner of such securities.
 - (6) Includes 4.892 of common stock acquired during the fiscal year 2003 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (7) Includes 49.507 of common stock acquired during the fiscal year 2003 pursuant to the Company's 1996 Dividend 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.
 - (8) Includes 46.519 of common stock acquired during the fiscal year 2003 to the Company's 1995 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (9) Includes 466.26 of common stock acquired during the fiscal year 2003 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (10) Includes 16.817 of common stock acquired during the fiscal year 2003 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions were exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
 - (11) Includes 49.168 of common stock acquired during the fiscal year 2003 pursuant to the Company's 1996 Dividend Reinvestment Plan. These acquisitions 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.