

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

|  |           |
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| 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 *<br><b>SMITH WILLIAM G JR</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>CAPITAL CITY BANK GROUP INC [CCBG]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chairman, President and Chief</b> |  |  |
| (Last)<br><b>P.O. BOX 11248</b>  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>09/12/2005</b>                    |  |  |   |  |  |
| (Street)<br><b>TALLAHASSEE, FL 32302</b>                               |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                     |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (City)   | (State) | (Zip)    | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |  |  |   |  |  |

| 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                    | 09/12/2005                           |  | P                              |   | 40,000  | A          | \$ 36.70 | 615,756.635 (1) (2)   | I  | 2S Partnership  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 2,106,312.92 (3) (4)  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 30,658.808 (5) (6)  | I  | Wife - Paula P. Smith                                 |
| Common Stock                    |                                      |  |                                |   |   |            |          | 3,781.174 (7)   | I  | By Wife's IRA   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 4,023.855 (8)   | I  | By IRA  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 39,133.931 (9) (10)   | I  | Custodian - WGS, III                                  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 34,063.885 (11) (12)  | I  | JWS TRUST   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 34,063.885 (13) (14)  | I  | WGS,III Trust   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 428,616.216 (15) (16)   | I  | WGS 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(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

| Reporting Owner Name / Address                                | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| SMITH WILLIAM G JR<br>P.O. BOX 11248<br>TALLAHASSEE, FL 32302 | X             | X         | Chairman, President and Chief |       |

## Signatures

|  |                     |
|--|---------------------|
| William G. Smith, Jr.                          | 09/13/2005          |
| <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) These shares include 415,048 shares of common stock acquired during the fiscal years of 2004 and 2005 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.
  - (2) These shares are adjusted for the 5 for 4 stock split effective June 13, 2003 and the 5 for 4 stock split effective June 1, 2005.
  - (3) Includes 469,292 shares of common stock acquired during the fiscal years of 2004 and 2005 under the 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.
  - (4) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
  - (5) Includes 17,592 shares of common stock acquired during the fiscal years of 2004 and 2005 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.
  - (6) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
  - (7) Includes 195.9 shares of common stock acquired during the fiscal years of 2004 and 2005 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.
  - (8) Includes 208,509 shares of common stock acquired during the fiscal years of 2004 and 2005 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.
  - (9) Includes 28,671 shares of common stock acquired during the fiscal years of 2004 and 2005 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.
  - (10) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
  - (11) Includes .377 shares of common stock acquired during the fiscal year of 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition was exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
  - (12) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
  - (13) Includes .377 shares of common stock acquired during the fiscal year of 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition was exempt from the reporting and short-swing profit liability provision of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
  - (14) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.
  - (15) Includes 1,769,902 shares of common stock acquired during the fiscal years of 2004 and 2005 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.
  - (16) These shares are adjusted for the 5 for 4 stock split effective July 1, 2005.

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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