

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 * <b>SMITH WILLIAM G JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>CAPITAL CITY BANK GROUP INC [CCBG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President &amp; CEO</b>		
(Last) <b>P.O. BOX 11248</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/29/2007</b>					
(Street) <b>TALLAHASSEE, FL 32302</b>			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)	<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	01/29/2007		P		1,500	A	\$ 34.43	617,348.74 (1)	I	2S PARTNERSHIP
Common Stock								2,098,523.442 (2) (5)	D	
Common Stock								40,666	I	Wife - Paula P. Smith
Common Stock								3,889.985 (3)	I	Wife's - IRA
Common Stock								34,063.885	I	THE JWS TRUST
Common Stock								34,063.885	I	THE WGS, III Trust
Common Stock								4,319.65 (4)	I	WGSjr. IRA

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 P.O. BOX 11248 TALLAHASSEE, FL 32302	X	X	Chairman, President & CEO	
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## Signatures

William G. Smith, Jr.		01/30/2007
<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 share include 48.89 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 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.
  - (2) These shares of common stock include 387.739 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 to Rule 16a-11 promulgated thereunder.
  - (3) These share include 58.425 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.
  - (4) These shares include 242.175 shares of common stock acquired during the fiscal year 2006 pursuant to the Company's 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.
  - (5) In addition, the reporting person is no longer as beneficially owning 39,162.400 shares previously reported as custodian for his son William G. Smith, III.

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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