

# 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 * <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>12/31/2008</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)						

### 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	12/31/2008		G		45,000	D	\$ 0	2,245,696.851	D	
Common Stock								55,666	I	Wife
Common Stock								4,350.129 <sup>(1)</sup>	I	WGS, Jr. IRA
Common Stock								4,087.768 <sup>(2)</sup>	I	Wife's IRA
Common Stock								617,516.16 <sup>(3)</sup>	I	2S Partnership
Common Stock								431,043.989 <sup>(4)</sup>	I	THE WGS TRUST

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

### 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	

# Signatures

William G. Smith, Jr.	12/31/2008
<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 32,877 shares of common stock acquired in 2008 pursuant to the Company's 1196 Dividend Reinvest Plan. This acquisition is exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (2) These shares include 30,894 shares of common stock acquired in 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition is exempt from the reporting and short-swing profit liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (3) These shares include 26,151 shares of common stock acquired in 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition is exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (4) These shares include 244,634 shares of common stock acquired in 2008 pursuant to the Company's 1996 Dividend Reinvestment Plan. This acquisition is exempt from the reporting and short-swing profit liability provisions of Section 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.