

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

Capital City Bank Group, Inc.
(Name of Issuer)

Common Stock, \$.01 Par Value
(Title of Class of Securities)

13974105
(CUSIP Number)

J. Kimbrough Davis, P.O. Box 11248, Tallahassee, Fl (904) 224-1171 Ext. 142
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 3, 1994
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following ().

Check the following if a fee is being paid with the statement (). (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the act but shall be subject to all other provisions of the Act (however, see the SCHEDULE 13D Cusip Number: 13974105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert Hill Smith

2 CHECK THE APPROPRIATE AREA IF A MEMBER OF A GROUP*
(a)
(b)

N/A

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

236,060

- 8 SHARED VOTING POWER
196,512
- 9 SOLE DISPOSITIVE POWER
236,060
- 10 SHARES DISPOSITIVE POWER
196,512
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
432,572
- 12 CHECK AREA IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
(x)
7,545
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.2%
- 14 TYPE OF REPORTING PERSON*

This Amendment 14 to Form 13D is being filed to report:

- 1) the exercise by 2S Partnership on 12/29/93 of contingent purchase rights to acquire 20,000 shares
- 2) my receipt of 717 shares as a gift on 8/31/94
- 3) my wife's receipt of 717 shares as a gift on 8/31/94
- 4) my minor son's receipt of 2,717 shares as a gift on 8/31/94
- 5) my minor daughter's receipt of 2,717 shares as a gift on 8/31/94
- 6) the purchase by 2 S Partnership of 4,000 shares on 10/3/94

This Amendment amends Form 13D in its entirety.

Item 1. Security and Issuer

Common stock, \$.01 par value, Capital City Bank Group, Inc., 217 North Monroe Street, Tallahassee, Florida 32301

Item 2. Identity and Background

- a. This statement is being filed by Mr. Robert Hill Smith
- b. 328 Cortez Street, Tallahassee, Florida 32303
- c. Vice President of Capital City Bank Group, Inc., 217 North Monroe Street, Tallahassee, Florida 32301
- d. Not applicable
- e. Not applicable
- f. U.S.A.

Item 3. Source and Amount of Funds or Other Conditions

On January 1, 1984, Capital City Bank Group, Inc. ("CCBG") acquired six banks in which 100% of the common stock of each bank was exchanged for all of the outstanding common stock of CCBG. The common stock owned by Robert Hill Smith on January 1, 1984 represents the "originally issued" shares which were issued pursuant to a stock-for-stock exchange in which 669 shares of Capital City First National Bank, 3,167 shares of Capital City Second National Bank, 2,325 shares of Industrial National Bank, 9,685 shares of City National Bank, 18 shares of Havana State Bank and 7,175 shares of First National Bank of Jefferson County were exchanged for 120,668 shares of CCBG common stock. Below is a listing of Mr. Smith's transactions in CCBG common stock for the period January 1, 1984

Date	Purchase(P)/ Sale(S)	Number of Shares	Percentage of Ownership	Price Per Share	Source of Funds
1/1/84	Originally Issued	120,668	4.12%	N/A	Exchange of Shares as set forth above
4/16/84	P	486	*	\$9.00	Personal Funds

Date	Purchase(P)/ Sale(S)	Number of Shares	Percentage of Ownership	Price Per Share	Source of Funds
10/11/84	P	2,000	*	Gift from father	N/A
12/29/86	P	12,500	*	\$15.00	Bank Debt
12/31/86	P	1,330	*	Gift from father	N/A
5/29/87	P	1,330	*	" "	N/A
7/27/87	P	17,700	*	" "	N/A
10/6/87	P	20,000	*	Gift from mother	N/A
2/19/88	P	53	*	\$20.00	Personal Funds
12/8/88	P	21,753	*	Distribu- tion from grandmother's trust	N/A
12/30/88	P	226	*	Gift from father	N/A
6/9/89	P	714	*	" "	N/A
7/6/89	P	1,000	*	\$28.00	Personal Funds
7/6/89	S	(1,000)	*	Gifts to relatives	N/A
10/12/89	P	401	*	Gift from brother	N/A
12/28/90	P	790	*	Gift from father	N/A
12/17/91	P	833	*	" "	N/A
12/24/91	S	(833)	*	Gift to son	N/A
7/10/92	P	833	*	Gift from father	N/A
12/18/92	P	13,636	*	" "	N/A
1/15/93	P	833	*	" "	N/A
8/31/94	P	717	*	" "	N/A
Virginia Wilson Smith (wife)					
7/16/87	P	1,330	*	Gift from father-in-law	N/A
6/9/89	P	714	*	" "	N/A
7/6/89	P	995	*	Gift from husband	N/A
12/28/90	P	790	*	Gift from father-in-law	N/A
12/17/91	P	833	*	" "	N/A
5/29/92	P	500	*	Gift from mother-in-law	N/A
7/10/92	P	833	*	Gift from father-in-law	N/A
1/15/93	P	833	*	" "	N/A
8/31/94	P	717	*	" "	N/A
TOTAL		7,545	*		
Robert Hill Smith as Custodian of Virginia Austin Smith (minor daughter)					
5/29/87	P	1,330	*	Gift from	N/A

DATE	Purchase(P)/ Sale (S)	Number of Shares	Percentage of Ownership	Price Per Share	Source of Funds
					grandfather
4/7/88	P	897	*	" "	N/A
8/19/88	P	93	*	" "	N/A
6/9/89	P	714	*	" "	N/A
7/6/89	P	5	*	Gift from father	N/A
12/28/90	P	790	*	Gift from grandfather	N/A
12/17/91	P	833	*	" "	N/A
7/10/92	P	833	*	" "	N/A
1/15/93	P	1,833	*	" "	N/A
8/31/94	P	2,717	*	" "	N/A
TOTAL		10,045	*		

Robert Hill Smith as Custodian
of Warren Hamilton Smith (minor son)

12/28/90	P	790	*	Gift from grandfather	N/A
12/17/91	P	833	*	" "	N/A
12/24/91	P	833	*	Gift from father	
7/10/92	P	833	*	Gift from grandfather	N/A
7/10/92	P	2,206	*	" "	N/A
1/15/93	P	1,833	*	" "	N/A
8/31/94	P	2,717	*	" "	N/A
TOTAL		10,045	*		

The William Godfrey Smith Trust

8/9/89	P	90,000	3.07%	Establishment	Transfer of trust from directly owned shares of William Godfrey Smith
TOTAL		90,000	3.16%		

2 S Partnership

7/10/92	P	2,512	*	Gift from relative	N/A
12/29/93	P	20,000	*	\$24.00	Borrowed Funds
6/1/93	P	80,000	2.74%	Gift from relative	N/A
10/3/94	P	4,000	*	\$29.00	Borrowed Funds
TOTAL		106,512	3.74%		

* Less than 1%

In December 1986, Mr. Smith borrowed \$400,000 from Trust Company Bank, Atlanta, Georgia to purchase 12,500 shares of Capital City Bank Group, Inc. Common Stock and to consolidate previous debts. The debt carries an interest rate of prime plus one half percent and is secured with 50,000 shares of Capital City Bank Group, Inc., Common Stock.

In December 1993, the 2S Partnership borrowed \$480,000 from Trust Company Bank, Atlanta, Georgia, to purchase 20,000 shares of Capital City Bank Group, Inc. Common Stock. The debt carries an interest rate of prime and is secured with 22,512 shares of Capital City Bank Group, Inc. Common Stock.

In September 1994, the 2S Partnership borrowed \$116,000 from Trust Company Bank, Atlanta, Georgia, to purchase 4,000 shares of Capital City Bank Group, Inc. Common Stock. The debt carries an interest rate of prime and is secured by 10,000 shares of Capital City Bank Group, Inc. Common Stock.

Item 4. Purpose of Transaction

The shares received in exchange for other securities or purchased by Mr. Smith were acquired for investment purposes.

(a.) - (j.) Not applicable

Item 5. Interest in Securities of Issuer

	Number of Shares	Percentage Ownership
a. Robert Hill Smith	215,970	7.59%
Virginia Wilson Smith (wife)	7,545	*
Robert Hill Smith as Custodian for		
Virginia Austin Smith (Minor Daughter)	10,045	*
Robert Hill Smith as Custodian for	10,045	*
Warren Hamilton Smith (Minor Son)		
The William Godfrey Smith Trust	90,000	3.16
2 S Partnership	106,512	3.74
TOTAL	440,117	15.46%

* Less than 1%.

Under the definition of "beneficial ownership" in Section 13d-4 of the Securities Exchange Act of 1934 and the Rules and Regulations promulgated thereunder, Mr. Smith may be deemed to be a beneficial owner of 7,545 shares held by his wife, Virginia Wilson Smith. Neither the filing of this statement nor any of its contents shall be deemed to be an admission that Mr. Robert Hill Smith is the beneficial owner of stock held by his wife.

b. Mr. Smith has sole voting and investment power with respect to 236,060 shares, and shares voting power with respect to 90,000 shares in the William Godfrey Smith Trust and 106,512 shares in 2 S Partnership with William G. Smith, Jr., Executive Vice President, Capital City Bank Group, Inc., 217 N. Monroe Street, Tallahassee, Florida 32301. He has no voting or investment power with respect to the 7,545 shares held by his wife. Mr. Smith disclaims beneficial ownership of the 7,545 shares held by his wife.

c. See Table in Item 3 above.

d. Not applicable

e. Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships
with Respect to Securities of the Issuers

Not applicable.

Item 7. Material to be Filed as Exhibits

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 20, 1994

/s/ Robert Hill Smith