

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 16)*

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)

N/A
(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 area ____.

Check the following area 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: One copy 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 Notes).

SCHEDULE 13D

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

William G. Smith, Jr.

2 CHECK THE APPROPRIATE BOX 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

240,191

8 SHARED VOTING POWER

196,512

9 SOLE DISPOSITIVE POWER

240,191

10 SHARES DISPOSITIVE POWER

196,512

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

436,703

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

6,061

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.93%

14 TYPE OF REPORTING PERSON*

IN

This Amendment 16 to Form 13D is being filed to report:

- 1) My receipt of 554 shares as a gift on 1/21/94
- 2) My minor daughter's receipt of 717 shares as a gift on 8/31/94
- 3) My minor son's receipt of 717 shares as a gift on 8/31/94
- 4) The exercise by 2 S Partnership on 12/29/93 of contingent purchase rights to acquire 20,000 shares
- 5) The purchase by 2 S Partnership of 4,000 shares on 10/3/94

This Amendment is being filed on a discretionary basis. The changes in ownership represent less than 1% of the issued and outstanding capital stock of Capital City Bank Group, Inc. 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. William G. Smith, Jr.
- b. 217 North Monroe Street, Tallahassee, Florida 32301
- c.
 - 1) President/Director, Capital City First National Bank (see item (b) above for address)
 - 2) Executive Vice President and Chief Operating Officer/Director, Capital City Bank Group, Inc. (See Item 1 above for address)
- 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 William G. Smith, Jr., 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 through the date of this report.

Date	Purchase (P) / Sale (S)	# of Shares	% of Ownership	Price Per Share	Source of Funds
1/1/84	Originally Issued	120,668	4.04%	N/A	Exchange of Shares as set forth above
4/16/84	P	485	*	\$9.00	Personal Funds
10/11/84	P	2,000	*	Gift from father	N/A
10/17/86	P	21,753	*	N/A	Distribution from Trust
12/29/86	P	12,500	*	\$15.00	Bank Debt
12/31/86	S	(500)	*	Gift to wife	N/A
5/29/87	P	1,330	*	Gift from father	N/A
7/27/87	P	17,700	*	" "	N/A
10/6/87	P	20,000	*	Gift from mother	N/A
10/6/87	S	(3,010)	*	Gift to relatives	N/A
2/19/88	P	54	*	\$20.00	Personal Funds
12/30/88	P	226	*	Gift from father	N/A
6/9/89	P	294	*	" "	N/A
7/6/89	P	1,000	*	\$28.00	Personal Funds
7/11/89	P	801	*	\$28.00	Bank Debt
10/12/89	S	(401)	*	Gift to brother	N/A
12/28/90	P	790	*	Gift from father	N/A
12/17/91	P	833	*	" "	N/A
3/27/92	P	2,500	*	\$24.00	Bank Debt
5/5/92	P	10,000	*	\$24.00	Bank Debt, Personal

Funds and Unsecured Indebtedness

5/5/92	P	586	*	\$24.25	" "
5/5/92	S	(600)	*	\$24.00	N/A
12/18/92	P	13,636	*	Gift from father	N/A
1/15/93	P	833	*	" "	N/A
1/21/94	P	554	*	" "	N/A
		224,032	7.66%		

Paula P. Smith (wife)

12/31/86	P	500	*	Gift from relative	N/A
7/16/87	P	1,330	*	" "	N/A
10/6/87	P	670	*	" "	N/A
6/9/89	P	420	*	" "	N/A
12/28/90	P	790	*	" "	N/A
12/17/91	P	833	*	" "	N/A
1/15/93	P	833	*	" "	N/A
		5,376	*		

William G. Smith, Jr., as Custodian for William Godfrey Smith, III UGMAFL

12/31/86	P	665	*	Gift from relative	N/A
5/29/87	P	665	*	" "	N/A
10/6/87	P	1,170	*	" "	N/A
4/7/88	P	448	*	Gift from relative	N/A
8/19/88	P	47	*	" "	N/A
6/9/89	P	714	*	" "	N/A
12/28/90	P	790	*	" "	N/A
12/17/91	P	833	*	" "	N/A
7/10/92	P	833	*	" "	N/A
1/15/93	P	833	*	" "	N/A
8/31/94	P	717	*	" "	N/A
		7,715	*		

William G. Smith, Jr., as Custodian for Jennifer Wilson Smith UGMAFL

12/31/86	P	665	*	Gift from relative	N/A
5/29/87	P	665	*	" "	N/A
10/6/87	P	1,170	*	" "	N/A
4/7/88	P	449	*	" "	N/A
8/19/88	P	46	*	" "	N/A
6/9/89	P	714	*	" "	N/A
12/28/90	P	790	*	" "	N/A
12/17/91	P	833	*	" "	N/A
7/10/92	P	833	*	" "	N/A
1/15/93	P	833	*	" "	N/A
8/31/94	P	717	*	" "	N/A
		7,715	*		

The William Godfrey Smith Trust

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

Capital City First National Bank as
Custodian for William G. Smith, Jr., IRA
5/5/92 P 729 * \$24.25 Personal Funds
(existing IRA)

Capital City First National Bank
as Custodian for Paula P Smith, Jr., IRA
5/5/92 P 685 * \$24.25 Personal Funds
(existing IRA)

2 S Partnership
7/10/92 P 2,512 * Gift from relative N/A
12/29/93 P 20,000 * Exercise of Con- Personal Funds
tingent Purchase
Rights at \$24.00
per share
6/1/93 P 80,000 2.74% Gift from relative N/A
10/3/94 P 4,000 * \$29.00 Personal Funds
106,512 3.64%

* Less than 1%

In December 1986, Mr. Smith borrowed \$400,000 from Trust Company Bank, Atlanta, Georgia for the purchase of Capital City Bank Group, Inc., Common Stock and to consolidate previous debts. The debt carries an interest rate of prime plus 1/2% and is secured with 50,000 shares of Capital City Bank Group, Inc., Common Stock.

On March 18, 1992, Mr. Smith borrowed funds from SunBank, Orlando, Florida, to purchase 2,500 shares of Capital City Bank Group, Inc., Common Stock.

On April 30, 1992, Mr. Smith borrowed additional funds from SunBank, Orlando, Florida, to purchase 5,000 shares of Capital City Bank Group, Inc. Common Stock. The two SunBank loans are cross-collateralized and secured by 15,000 shares of Capital City Bank Group, Inc. stock.

On May 1, 1992, Mr. Smith borrowed through unsecured indebtedness funds to purchase 4,166 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 the Issuer

	Number of Shares	Percentage Ownership
a. William G. Smith, Jr.	224,032	7.61%
Paula P. Smith (wife)	5,376	*
William G. Smith, Jr., as Custodian for Jennifer Wilson Smith UGMAFL	7,715	*
William G. Smith, Jr., as Custodian for William Godfrey Smith, III UGMAFL	7,715	*
The William Godfrey Smith Trust	90,000	3.07%
Capital City First National Bank as Custodian for William G. Smith, Jr., IRA	729	*
Capital City First National Bank as Custodian for Paula P. Smith, IRA	685	*
2 S Partnership	106,512	3.64%
	442,764	15.13%

* 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 6,061 shares held by his wife, Paula P. Smith. Neither the filing of this statement nor any of its contents shall be deemed to be an admission that Mr. William Godfrey Smith, Jr., is the beneficial owner of stock held by his wife.

b. Mr. Smith has sole voting and investment power with respect to 240,191 shares and shares voting power with respect to the 90,000 shares in The William Godfrey Smith Trust and 106,512 shares in 2 S Partnership with Robert Hill Smith, Vice President, Capital City Bank Group, Inc., 217 N. Monroe Street, Tallahassee, Florida 32302. He has no voting or investment power with respect to the 6,061 shares held by his wife. Mr. Smith disclaims beneficial ownership of 6,061 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: November 9, 1994

/s/ William G. Smith, Jr.