

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

/ X / ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 1997

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period: N/A

Commission File Number 0-13358

A. Full title of the plan and the address of the plan, if different
from that of the issuer named below:

CAPITAL CITY BANK GROUP, INC. Profit Sharing 401(k) Plan.
(Exact name of the plan)

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

CAPITAL CITY BANK GROUP, INC.
(Exact name of registrant as specified in its charter)

217 North Monroe Street, Tallahassee, Florida 32301
(Address of principal executive offices)

REQUIRED INFORMATION

The following financial statements shall be furnished for the plan:

Capital City Bank Group, Inc. Profit Sharing 401(k) Plan ("Plan") is
subject to the Employee Retirement Income Security Act of
1974 ("ERISA"). Therefore, in lieu of the requirements of Items 1-3 of
Form 11-K, the financial statements and schedules of the Plan for the
fiscal year ended December 31, 1997, which have been prepared in
accordance with the financial reporting requirements of ERISA, are
attached hereto as Appendix 1 and incorporated herein by this
reference.

Financial Statements and Schedules
December 31, 1997

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Retirement Committee of Capital City Bank Group, Inc.:

We have audited the accompanying statement of net assets available for
benefits of Capital City Bank Group, Inc. Profit Sharing 401(k) Plan as

of December 31, 1997 and the related statement of changes in net assets available for benefits, with fund information, for the period from inception (January 1, 1997) through December 31, 1997. These financial statements and the schedules referred to below are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1997 and the changes in net assets available for benefits for the period from inception (January 1, 1997) through December 31, 1997 in conformity with generally accepted accounting principles.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The fund information in the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the changes in net assets available for plan benefits of each fund. The supplemental schedules and fund information have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Jacksonville, Florida
May 8, 1998

Statement of Net Assets Available for Benefits
December 31, 1997

Cash	\$ 52
Investments, at fair value (Notes 2 and 3):	
Provident T-Fund	4,283
SEI Short Duration Government Fund	2,105
SEI Bond Index Fund	38,700
SEI S&P 500 Fund	96,140
T. Rowe Price International Fund	20,025
Berger Small Cap Stock Fund	15,371
Capital City Bank Group Common Stock	11,982
Total investments	188,606
Receivables:	
Participants' contributions	37,970
Transfer from merged plan	207,067
Total receivables	245,037
Accrued investment income	1,277
Net assets available for benefits	\$434,972

The accompanying notes are an integral part of this statement.

<TABLE>
Statement of Changes in Net Assets Available for Benefits, with Fund Information, for the Period from Inception (January 1, 1997) through December 31, 1997.
<CAPTION>

		Participant-Directed						
		Provident T-Fund	SEI Short Duration Government Fund	SEI Bond Index Fund	SEI S&P 500 Fund	T. Rowe Price International Stock Fund	Berger Small Cap Stock Fund	Capital City Bank Group Common Stock
Other	Total	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<S>								
<C>								
ADDITIONS TO NET ASSETS								
ATTRIBUTED TO:								

Contribution:									
Participants	\$4,278	\$2,102	\$ 9,099	\$46,391	\$10,627	\$ 5,485	\$11,043	\$	
37,970	\$126,995								
Rollovers	0	0	29,453	48,952	9,843	9,805	0		
0	98,053								
Transfer from Merged									
Plan (Note 1)	0	0	0	0	0	0	0		
207,067	207,067								
245,037	432,115	4,278	2,102	38,552	95,343	20,470	15,290	11,043	

INVESTMENT INCOME:

Net Appreciation									
(Depreciation) In									
Fair Value (Note 3)	0	1	137	627	(445)	(227)	939		
0	1,032								
Dividends	5	2	11	170	0	308	0		
1,329	1,825								
Total Additions		4,283	2,105	38,700	96,140	20,025	15,371	11,982	
246,366	434,972								

NET INCREASE

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of Year		0	0	0	0	0	0	0	
0	0								
End of Year		4,283	2,105	38,700	96,140	20,025	15,371		

The accompanying notes are an integral part of this statement.

</TABLE>

Notes to Financial Statements and Schedules

December 31, 1997

1. Description of the Plan

The following description of the Capital City Bank Group, Inc. Profit Sharing 401(k) Plan (the "Plan") provides general information only. More complete information regarding the Plan's provisions may be found in the plan document.

General

The Plan, as established on October 1, 1997, effective retroactively to January 1, 1997, is a defined contribution plan under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified deferred arrangement as described in Section 401(k) of the IRC. The Plan provides benefits to all employees of Capital City Bank Group, Inc. (the "Company"). Presently, employees of the Company and certain participating subsidiaries who are 21 years of age or older, become eligible to participate in the Plan at the time of employment. Employees may enter the Plan as of the January 1, April 1, July 1, or October 1, following the date upon which employees become eligible to participate in the Plan.

On July 1, 1996 the Company acquired First Financial Bancorp, Inc., the parent company of First Federal Bank. Effective September 30, 1997, First Federal Bank's 401(k) plan was terminated and merged into the Plan. However, the assets were not transferred into the Plan until January 2, 1998.

Contributions and Withdrawals

Each year, participants may elect to contribute up to 15% of pre-tax annual compensation, as defined in the Plan and subject to certain limitations under the Internal Revenue Code. Employer matching and discretionary contributions may be contributed to the Plan at the option of the Company's board of directors, subject to certain limitations. There were no employer contributions for 1997.

Participants in service may make hardship withdrawals from their voluntary contributions upon demonstrating immediate and heavy financial need. No withdrawals may be made from company contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of plan earnings. Allocations of plan earnings are based on account balances, as defined in the Plan.

Investment Options

Participants may change investments or redesignate the percentages on the following date(s): March 1, June 1, September 1, December 1.

Upon enrollment in the Plan, a participant may direct employee contributions in any of seven investment options.

MONEY MARKET FUND

Provident T-Fund

The Provident T-Fund is a money market fund whose objective is to seek current income with overnight liquidity and security of principal. The fund invests in U.S. Treasury bills, notes, and direct obligations of the U.S. Treasury and in repurchase agreements fully collateralized by such obligations. The fund's average weighted maturity is 37 days.

BOND FUNDS

SEI Short Duration Government Fund

The Short Duration Government Fund seeks to provide current income and to preserve principal value. The fund invests in those securities issued by the U.S. government and backed by its full faith and credit and securities issued by U.S. government agencies. The average maturity of the fund is one to three years. The fund seeks to provide a higher level of sustainable income and total return than money market investments, with limited principal value fluctuations.

SEI Bond Index Fund

The SEI Bond Index Fund's objective is current income. The fund seeks to provide investment results that correspond to the aggregate price and income performance of the debt securities in the Lehman Aggregate Bond Index. The index covers the U.S. investment grade fixed rate bond market, including the government and corporate markets, agency mortgage pass-through securities, and asset-backed securities. The maturity of the index is typically between eight and ten years.

STOCK FUNDS

SEI S&P 500 Fund

The SEI S&P 500 Fund's investment objective is long-term growth of capital. The fund seeks to provide investment results consistent with the stock market as a whole, as represented by the Standard & Poor's 500 Stock Index. The fund purchases, in the same proportion, the 500 common stocks which make up the Standard & Poor's 500 Stock Index. The 50 largest stocks in the index account for approximately 50% of the weighting of the index, and the index represents approximately two-thirds of the market value of common stocks listed on the New York Stock Exchange. Deviation in performance between the fund and the index, called tracking error, is typically attributable to trading costs and cash reserves held for liquidity needs.

T. Rowe Price International Stock Fund

The T. Rowe International Stock Fund's objective is long-term growth of capital through investments primarily in common stocks of established, non-U.S. companies. The fund expects to invest substantially all of its assets outside the U.S. and to diversify broadly among countries throughout the world-developed, newly industrialized, and emerging. Share price will fluctuate with changes in market, economic, and foreign currency exchange conditions, as well as with changes in portfolio company prospects.

Berger Small Cap Stock Fund

This fund invests in stocks of smaller companies, and represents a managed portfolio.

Capital City Bank Group Common Stock

This investment option invests in the common stock of Capital City Bank Group, Inc.

BENEFITS PAYMENTS

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

VESTING

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after five years of credited service.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as determined by quoted market prices on the last day of the plan year.

Purchases and sales of securities are recorded on a settlement date basis which does not materially differ from the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Plan Expenses

All plan expenses are paid by the plan sponsor.

2. Investments

The carrying values of individual investments that represent 5% or more of the Plan's net assets as of December 31, 1997 are as follows:

	Number Of Shares or Principal Amount	Fair Value
Fair Value as Determined by Quoted Market Value:		
Mutual Funds:		
SEI Standard & Poor's 500 Fund	3,137	\$96,140
SEI Bond Index Fund	3,682	38,700

During the year ended December 31, 1997, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Mutual Funds	\$ 93
Common Stock	939
	\$1,032

3. Plan Termination

Although it has not been expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

4. Tax Status

The Company filed for a determination letter with the Internal Revenue Service but had not yet received a ruling as of May 8, 1998. However, management believes that the Plan is currently designed and is being operated in compliance with the application requirements of the Code. Therefore, management believes that the Plan was qualified and that the related trust was tax-exempt as of December 31, 1997.

Profit Sharing 401(k) Plan

Item 27a - Schedule of Assets Held for Investment Purposes

December 31, 1997

Description	Shares or Face Value	Cost	Fair Value
MONEY MARKET FUND:			
Provident T-Fund	4,283	\$ 4,283	\$ 4,283
MUTUAL FUNDS:			
SEI Short Duration Government Fund	210	2,104	2,105
SEI Bond Index Fund	3,682	38,564	38,700
SEI S&P 500 Fund	3,137	95,514	96,140
T. Rowe Price International Stock Fund	1,492	20,470	20,025
Berger Small Cap Stock Fund	771	15,599	15,371
Total Mutual Funds		172,251	172,341
COMMON STOCK:			
Capital City Bank Group Common Stock	287	11,043	11,982
Total Investments		\$185,577	\$188,606

*Represents a party in interest.
The accompanying notes are an integral part of this schedule.

<TABLE>
Profit Sharing 401(k) Plan

Item 27d - Schedule of Reportable Transactions

for the year ended December 31, 1997

Identity of Party Involved <CAPTION>	Description of Asset <C>	Purchase Price <C>	Selling Price <C>	Expense Incurred With Transaction <C>	Cost of Asset <C>	Current Value of Asset on Transaction Date <C>	Net Gain (Loss) <C>
MONEY MARKET FUND:							
Provident T-Fund	Money Market Fund	\$ 4,283	\$0	\$0	\$ 4,283	\$4,283	\$0
MUTUAL FUNDS:							
SEI Short Duration Government Fund	Mutual Fund	2,104	0	0	2,104	2,104	0
SEI Bond Index Fund	Mutual Fund	38,564	0	0	38,564	38,564	0
SEI S&P 500 Fund	Mutual Fund	95,514	0	0	95,514	95,514	0
T.Rowe Price International Stock Fund	Mutual Fund	20,470	0	0	20,470	20,470	0
Berger Small Cap Stock Fund	Mutual Fund	15,599	0	0	15,599	15,599	0
COMMON STOCK:							
Capital City Bank Group Common Stock	Common Stock	11,043	0	0	11,043	11,043	0

*Represents a party in interest.
The accompanying notes are an integral part of this schedule.
</TABLE>

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation of our report dated May 8, 1998, included in this Form 11-K, into the Company's previously filed Registration Statement File No. 333-36693.

Jacksonville, Florida
June 29, 1998

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned Chief Financial Officer hereunto duly authorized.
CAPITAL CITY BANK GROUP, INC. Profit Sharing 401(k) Plan.

By: Capital City Trust Company, Trustee

By: /S/ Randolph M. Pople
Randolph M. Pople, President