

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)  
(Amendment No. 19)\*

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; (850) 671-0300  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

April 18, 1999  
(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(e), 13d-1(f) or 13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed  
original and five copies of the schedule, including all  
exhibits. See Rule 13d-7(b) for other parties to whom  
copies are to be sent.

\*The reminder of this cover page shall be filed 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 (the "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

CUSIP No. 13974105

1 NAMES OF REPORTING PERSONS William G. Smith, Jr.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]  
N/A

3 SEC USE ONLY

4 SOURCE OF FUNDS\* PF, PN

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEM 2(d) or 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF SHARES	7	SOLE VOTING POWER	883,183.1
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	1,862,322.5
	9	SOLE DISPOSITIVE POWER	883,183.1
	10	SHARED DISPOSITIVE POWER	1,862,322.5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,695,505.6

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [X]  
21,727.0

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
30.42%

14 TYPE OF REPORTING PERSON\* IN

AMENDMENT NO. 19 TO SCHEDULE 13D

Item 4. Purpose of Transaction is amended to include:

As of April 18, 1999, Mr. Smith resigned as co-trustee of the Smith Family Charitable Lead Trust, and as of that date, is no longer a beneficial owner of the 250,000 shares of Capital City Bank Group, Inc. ("CCBG") common stock therein.

As of March 29, 1999, each of the acquisitions described in Item 5(c) of this Amendment No. 19 to Schedule 13D were made in connection with CCBG's 1996 Dividend Reinvestment Plan.

Item 5. Interest in Securities of Issuer is amended to read as follows:

	Number of Shares	Percentage Ownership
a. William G. Smith, Jr.	781,075.9	8.81%
Capital City Bank as Custodian for William G. Smith, Jr., IRA	2,260.4	*
William G. Smith, Jr. as Custodian for Jennifer W. Smith (Minor Daughter)	24,923.4	*
William G. Smith, Jr. as Custodian for William G. Smith, III (Minor Son)	24,923.4	*
The JWS Trust	21,801.2	*
The WGS III Trust	21,801.2	*
The VAS Trust	22,416.0	*
The WHS Trust	22,416.0	*
The William Godfrey Smith Trust	271,042.1	3.06%
William Godfrey Smith Power of Attorney	1,166,205.0	13.16%

2 S Partnership	336,641.0	3.80%
	-----	-----
	2,695,505.6	30.42%
	=====	=====
Paula P. Smith (wife)	19,603.0	*
Capital City Bank as Custodian for Paula P. Smith, IRA	2,124.0	*
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	21,727.0	*
	=====	=====

\* Less than 1%.

Under the definition of "beneficial ownership" in Section 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations promulgated thereunder, Mr. Smith may be deemed to be a beneficial owner of 21,727.0 shares of CCBG common stock held by his wife, Paula P. Smith, and Capital City Bank as Custodian for Paula P. Smith, IRA. Neither the filing of this statement nor any of its contents shall be deemed to be an admission that Mr. Smith is the beneficial owner of such shares.

- b. Mr. Smith has sole voting and investment power with respect to 883,183.1 shares of CCBG common stock consisting of (a) 781,075.9 shares held directly, (b) 2,260.4 shares held by Capital City Bank as custodian for William G. Smith, Jr., IRA, (c) 24,923.4 shares held as Custodian for Jennifer W. Smith, and (d) 24,923.4 shares held as Custodian for William G. Smith, III.

Mr. Smith shares voting and investment power with Robert H. Smith, Vice President, Capital City Bank Group, Inc., 217 N. Monroe Street, Tallahassee, Florida 32301, with respect to 696,117.5 shares of CCBG common stock, consisting of (u) 21,801.2 shares in the JWS Trust, (v) 21,801.2 shares in the WGS III Trust, (w) 22,416.0 shares in the VAS Trust, (x) 22,416.0 shares in the WHS Trust, (y) 271,042.1 shares in the William Godfrey Smith Trust and (z) 336,641.0 shares in the 2 S Partnership. Mr. Smith shares voting and investment power with William Godfrey Smith, Vice Chairman, Capital City Bank Group, Inc., 217 North Monroe Street, Tallahassee, Florida 32301, with respect to 1,166,205.0 shares by virtue of a Durable Power of Attorney, dated as of December 20, 1996, over all shares of CCBG common stock owned by William Godfrey Smith.

Mr. Smith has no voting or investment power with respect to the 21,727.0 shares of CCBG common stock held by his wife, Paula P. Smith, and by Capital City Bank as Custodian for Paula P. Smith, IRA. Pursuant to Rule 13d-4 promulgated under the Act, Mr. Smith disclaims beneficial ownership of such shares.

- c. As of March 29, 1999, each of the following acquisitions occurred in connection with CCBG's 1996 Dividend Reinvestment Plan, at a cost of \$23.46 per share:

	Number of Shares
William G. Smith, Jr.	25.6
Capital City Bank as Custodian for William G. Smith, Jr., IRA	11.5
William G. Smith, Jr. as Custodian for Jennifer W. Smith (Minor Daughter)	5.1
William G. Smith, Jr. as Custodian for William G. Smith, III (Minor Son)	5.1
The William Godfrey Smith Trust	130.8
2 S Partnership	13.5
Capital City Bank as Custodian for Paula P. Smith, IRA	10.8

d. Not applicable.

e. 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: May 24, 1999

/s/ William G. Smith, Jr.  
William G. Smith, Jr.