

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO FORM S-8
Registration Statement
Under the
Securities Act of 1933

Capital City Bank Group, Inc.

(Exact Name of Registrant as Specified in its Charter)

State of Florida

59-2273542

(State or Other Jurisdiction
of Incorporation or
Organization)

(IRS Employer Identification No.)

217 N. Monroe Street, Tallahassee, Florida

32301

(Address of Principal Executive Offices)

(Zip Code)

1992 Stock Incentive Plan

(Full Title of the Plan)

J. Kimbrough Davis
Senior Vice President and
Chief Financial Officer
217 N. Monroe Street
Tallahassee, Florida 32301
(904) 671-0610

(Name, Address and Telephone
Number of Agent for Service)

Copies To:

Jeffrey A. Stoops, Esq.
Gunster, Yoakley, Valdes-Fauli &
Stewart, P.A.
777 S. Flagler Drive
Suite 500 - East Tower
West Palm Beach, Florida 33401

THIS POST-EFFECTIVE AMENDMENT NO. 1 AMENDS THE REGISTRATION STATEMENT ON FORM S-8 (REGISTRATION STATEMENT NO. 33-51649) FILED BY CAPITAL CITY BANK GROUP, INC. (THE "COMPANY") WITH RESPECT TO THE 1992 STOCK INCENTIVE PLAN (THE "PLAN") BY DEREGISTERING, FOR THE REASONS SET FORTH HEREIN, 139,225 OF THE 150,000 SHARES OF COMMON STOCK, PAR VALUE \$.01 OF THE COMPANY ("COMMON STOCK") REGISTERED THEREBY.

<TABLE>

<CAPTION>

Title of Securities Registered	Amount Registered	Amount Being Deregistered
<S> Common Stock par value \$.01 per share	<C> 150,000	<C> 139,225

</TABLE>

TERMINATION OF PLAN

In connection with the adoption by the Company's Board of Directors of the Capital City Bank Group, Inc. 1996 Associate Incentive Plan, the 1992 Stock Incentive Plan was terminated.

DEREGISTRATION

The Company hereby deregisters the 139,225 shares of Common Stock registered under the Registration Statement which have not been issued pursuant to the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Tallahassee, State of Florida, on the 20th day of December, 1996.

Capital City Bank Group, Inc.

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

William G. Smith, Jr., President and Director
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ DuBose Ausley ----- DuBose Ausley	Chairman of the Board	December 20, 1996
/s/ Thomas A. Barron ----- Thomas A. Barron	Director	December 20, 1996
/s/ Cader B. Cox, III ----- Cader B. Cox, III	Director	December 20, 1996
/s/ John K. Humphress ----- John K. Humphress	Director	December 20, 1996
/s/ Payne H. Midyette ----- Payne H. Midyette, Jr.	Director	December 20, 1996
/s/ Godfrey Smith ----- Godfrey Smith	Director	December 20, 1996
/s/ William G. Smith, Jr. ----- William G. Smith, Jr.	Director	December 20, 1996