

# FORM 4

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

|  |           |
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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |         |          |  |  |  |   |  |  |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person *<br><b>SMITH WILLIAM G JR</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>CAPITAL CITY BANK GROUP INC [CCBG]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chairman, President &amp; CEO</b> |  |  |
| (Last)<br><b>PO BOX 11248</b>  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/14/2019</b>                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (Street)<br><b>TALLAHASSEE, FL 32302</b>                               |         |          | 4. If Amendment, Date Original Filed (Month/Day/Year)<br><b>01/16/2019</b>               |  |  |   |  |  |
| (City)   | (State) | (Zip)    | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |  |  |   |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 01/14/2019                           |  | A                              |   | 6,558 (1)   | A          | \$ 0  | 2,362,223 (2)   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 524,694   | I  | SSX2,LLC  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,857 (3)   | I  | WGS Trust   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 5,124 (4)   | I  | IRA   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 55,666  | I  | Spouse  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 4,815 (5)   | I  | Spouse-IRA  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 80,728  | I  | WHS Trust   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1474 (9-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----|---|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | (A)  | (D) |   |  |  |  |  |

## Reporting Owners

|                                       |                      |           |         |       |
|---------------------------------------|----------------------|-----------|---------|-------|
| <b>Reporting Owner Name / Address</b> | <b>Relationships</b> |           |         |       |
|                                       | Director             | 10% Owner | Officer | Other |

|   |   |   |                           |  |
|---|---|---|---------------------------|--|
| SMITH WILLIAM G JR<br>PO BOX 11248<br>TALLAHASSEE, FL 32302 | X | X | Chairman, President & CEO |  |
|---|---|---|---------------------------|--|

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ William G. Smith, Jr.                      |  | 02/07/2019          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares granted to the reporting person under the Registrant's Stock-based Incentive Plan (ASIP. Amended to include an additional 222 shares awarded due to recalculation of the award percentage on January 31, 2019.
- (2) Includes 270 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP).
- (3) Includes 29 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (4) Includes 65 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)
- (5) Includes 61 shares of common stock acquired through the Dividend Reinvestment Plan (DRIP)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.