FORM 4

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

OMB APPROVAL
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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).

(Print or Type Responses)

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

Name and Address of Reporting Person— DAVIS J KIMBROUGH				CAPITAL CITY BANK GROUP INC [ccbg]						Check all applicable) Director Director One Reporting Person(s) to Issuer (Check all applicable) 10% Owner					
(Last) (First) (Middle) 217 NORTH MONREE STREET				3. Date of Earliest Transaction (Month/Day/Year) 01/29/2004					X Officer (give title below) Other (specify below) Ex. Vice President and CFO						
(Street) TALLAHAUSSES, FL 32301										6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person					
(City	")	(State)	(Zip)	Ta	Table I - Non-Derivative Securities Acquired,						d, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	4. Securities (A) or Disp (D) (Instr. 3, 4 a		•		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ollowing	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	V	Amount	(A) or (D)	Price				(I) (Instr. 4)		
Common	Stock		01/29/2004		A(1)		1,604 (2)	A	\$ 0	22,906			D		
Common	Stock									15,633			D		
Common	Stock									5.96 ⁽³⁾			I	Spouse	
Common	Stock									295			I	Daughter - Amanda	
Common	Stock									295			I	Daughter - Allison	
Common	Stock									295			I	Son - John	
Common	Stock									295			I	Son - Andrew	
Common	Stock									3,630			I	By IRA	
Common	Stock									4,076			I	By Wife's IRA	
Common	Stock									1,050.77	798		I	By 401(k) Plan	
Reminder:	Report on a s	separate line f	or each class of secur	rities beneficially ov		Pers	ons who	respo this fo	rm ar	e not requ	ction of inf uired to res	pond unl	ess	C 1474 (9-02)	
				Derivative Securiti											
1. Title of Derivative Security (Instr. 3) Price of Derivative Security Conversion or Exercise Price of Derivative Security			on 3A. Deemed Execution Da any	te, if Transaction Code Year) (Instr. 8)	5.	6. D and (Mo	tate Exercisable Expiration Date onth/Day/Year)		7. T Am Und Sec	Citle and count of derlying purities str. 3 and		9. Number Derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Owner Form of Deriva Securit Direct or Indi	Ownershi (y: (D) rect	

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
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Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
DAVIS J KIMBROUGH									
217 NORTH MONREE STREET			Ex. Vice President and CFO						
TALLAHAUSSES, FL 32301									

Signatures

J. Kimbrough Davis	01/29/2004
**Signature of Reporting Person	Date

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) This transaction is exempt from Section 16 reporting and is being voluntarily reported by the reporting person.
- (2) These shares were issued under a performance share award granted under the 1996 Associate Incentive Plan of Capital City Bank Group, Inc. ("The Company") in a transaction exempt from teh short-swing profit liability provisions of Section 16 pursuant to Rule 16b-3(d) promulgated thereunder.
- (3) The reporting person disclaims beneficial ownershio of these securities and this report shall not be deemed an admission that the reporting person is beneficial owner of such securities for purpose of Section 16 or for any other purposes.

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.