

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).

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 * SMITH WILLIAM G JR			2. Issuer Name and Ticker or Trading Symbol CAPITAL CITY BANK GROUP INC [CCBG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President & CEO		
(Last) P.O. BOX 11248	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/22/2010					
(Street) TALLAHASSEE, FL 32302			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, 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)	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	09/22/2010		G	V	431,526 (1)	A	\$ 0	1,049,378.015 (2)	I	By 2 S Partnership
Common Stock	09/22/2010		G	V	431,526 (1)	D	\$ 0	1,491.02 (3)	I	By WGS Trust
Common Stock								2,248,317.849 (4)	D	
Common Stock								4,678.184 (5)	I	By WGS Jr. IRA
Common Stock								4,396.038 (6)	I	By Spouse IRA (7)
Common Stock								55,666	I	By Spouse IRA (7)
Common Stock								84,321.302 (8)	I	By JWS Trust
Common Stock								84,321.302 (8)	I	By WGS III Trust
Common Stock								80,727.896	I	By VAS Trust
Common Stock								80,727.896	I	By WGS Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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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)

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS
FOR
CAPITAL CITY BANK GROUP, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, William G. Smith, Jr., hereby make, constitute and appoint each of David C. Scilleppi, Esq., and Michael V. Mitrione, Esq., acting jointly and individually to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, acknowledge, deliver and submit to the United States Securities and Exchange Commission ("SEC") a Form
- (2) prepare, execute in the undersigned's name and on the undersigned's behalf, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the
- (3) seek or obtain, as my representative and on my behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and
- (4) do and perform any and all other acts, which in the discretion of such attorney-in-fact, are necessary or desirable for and on my behalf in connection with the foregoing.

I acknowledge that:

- (1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his discretion on information provided to such attorney-in-fact without independent
- (2) any documents prepared and/or executed by any such attorney-in-fact on my behalf pursuant to this Power of Attorney will be in such form and will contain such information and disclosure
- (3) neither the Company nor any of such attorneys-in-fact assumes (i) any liability for my responsibility to comply with the requirement of the Exchange Act, (ii) any of my liability
- (4) this Power of Attorney does not relieve me from responsibility for compliance with my obligations under the Exchange Act, including without limitation the reporting requirements

I hereby give and grant each of the attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and on my behalf and the attorneys-in-fact will not be liable for any acts or decisions made by such attorneys-in-fact in good faith and under the terms of this Limited Power of Attorney.

Any photocopy of this Limited Power of Attorney shall have the same force and effect as the original.

This Power of Attorney shall remain in full force and effect until revoked by me in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 22nd day of September, 2010.

WILLIAM G. SMITH, JR.

/s/William G. Smith, Jr.
Signature of Individual