## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

1. Name and Address of Reporting Person * SMITH WILLIAM G JR				CA	CAPITAL CITY BANK GROUP INC						_X_ Direc	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director				
P.O. BOX 11248 (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 09/22/2010							Chairm	ian, Presi	dent &	CEO	
			4. If	_X_Form fil							lual or Joint/Group Filing(Check Applicable Line) lled by One Reporting Person led by More than One Reporting Person					
	HASSEE,											ou by More man	. one repor	ting reise		
(City	)	(State)	(Zip)		,	Γable I - 1	Non-l	Derivative S	Securit	ies Ac	quired, Disp	osed of, or I	Beneficia	lly Ow	ned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution any	2A. Deemed Execution Date, if any (Month/Day/Year)	f Code (Instr. 8)		1 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. Owner Form: Direct	rship India Bend (D) Owr	Beneficial Ownership		
						Code	V	Amount	(A) or (D)	Price				or Indi (I) (Instr.	`	r. 4)
Common	Stock		09/22/2010			G	V	431,526 (1)	A	\$ 0	1,049,378	.015 (2)		Ι	By Par	2 S tnership
Common	Stock		09/22/2010			G	V	431,526 (1)	D	\$ 0	1,491.02	3)		Ι	By Tru	WGS st
Common	Stock										2,248,317	.849 <sup>(4)</sup>		D		
Common	Stock										4,678.184	(5)		Ι		WGS RA
Common Stock									4,396.038	<u>(6)</u>		I	By IRA	Spouse (7)		
Common Stock										55,666			I	By IRA	Spouse (7)	
Common Stock										84,321.30	2 (8)		I	By Tru	JWS st	
Common Stock										84,321.30	2 (8)		I		WGS Γrust	
Common Stock									80,727.89	D II		By Tru	VAS st			
Common Stock									80,727.896			I	By WGS Trust			
							<u> </u>									
Reminder:	Report on a	separate lin	e for each class of se	curities l	peneficially	owned dir	P	ersons whontained in	o resp n this	form	to the collectory are not requ rently valid	uired to res	spond u	nless	SEC 14	174 (9-02)
			Table I		ative Secur						cially Owned					
Security	2. Conversion or Exercise Price of Derivative Security			ed Date, if	4. Transaction Code	5. Number of Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3	ive less ed	. Date Exerc nd Expiration Month/Day/	cisable on Date	7 A U S	Title and Amount of Underlying Securities Instr. 3 and	8. Price of Derivative Security (Instr. 5)		ve es ially ng d tion(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
						4, and 5	)									

	Code V	Exercisable	Expiration Date Title Amount or Number of Shares		
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### **Reporting Owners**

D 41 O N 4	Relationships							
Reporting Owner Name / Address	Director 10% Owner		Officer	Other				
SMITH WILLIAM G JR P.O. BOX 11248 TALLAHASSEE, FL 32302	X	X	Chairman, President & CEO					

## **Signatures**

/s/ David C. Scileppi, attorney-in-fact	09/22/2010
**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) On September 22, 2010, 431,526 shares were distributed from The William Godfrey Smith Trust to its beneficiaries, Robert Hill Smith and William G. Smith, Jr., who immediately contributed the shares to the 2 S Partnership.
- (2) Includes 75.101 shares acquired under the CCBG 1996 Dividend Reinvestment and Optional Stock Purchase Plan (the "DRIP").
- (3) Includes 534.02 shares acquired under the DRIP.
- (4) Includes 516.849 shares acquired under the DRIP.
- (5) Includes 95.184 shares acquired under the DRIP.
- (6) Includes 89.038 shares acquired under the DRIP.
- (7) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (8) Includes 1,100.302 shares acquired under the DRIP.

#### Remarks:

Exhibit List

24. Limited Power of Attorney

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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

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. Scileppi, Esq., and Michael V. Mitrione, Esq., acting jointly and individ (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 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 admit (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.

acknowledge that:

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 dis

(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

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 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