

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 * HUMPHRESS JOHN KENT <small>(Last) (First) (Middle)</small> KRAUES HAMPHRESS PACE & WADSWORTH, 1040 EAST PARK AVE <small>(Street)</small> TALLAHASSEE, FL 33201 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol CAPITAL CITY BANK GROUP INC [CCBG] 3. Date of Earliest Transaction (Month/Day/Year) 08/11/2003 4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 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 |
|---|---|---|

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 | 08/11/2003 | | S | | 500 | D | \$ 35.92 | 91,812 | I | Humphress Family Limited Partnership |
| Common Stock | 08/11/2003 | | S | | 400 | D | \$ 35.87 | 91,412 | I | Humphress Family Limited Partnership |
| Common Stock | 08/11/2003 | | S | | 1,300 | D | \$ 35.95 | 90,112 | I | Humphress Family Limited Partnership |
| Common Stock | 08/11/2003 | | S | | 1,300 | D | \$ 35.90 | 88,812 | I | Humphress Family Limited Partnership |
| Common Stock | 08/11/2003 | | S | | 100 | D | \$ 35.89 | 88,712 | I | Humphress Family Limited Partnership |
| Common Stock | 08/12/2003 | | S | | 416 | D | \$ 35.92 | 88,296 | I | Humphress Family Limited Partnership |
| Common Stock | 08/12/2003 | | S | | 984 | D | \$ 35.894 | 87,312 | I | Humphress Family Limited Partnership |
| Common Stock | 08/12/2003 | | S | | 792 | D | \$ 35.856 | 86,250 | I | Humphress Family Limited Partnership |
| Common Stock | 08/12/2003 | | S | | 58 | D | \$ 35.80 | 86,462 | I | Humphress Family Limited Partnership |

| | | | | | | | | | | |
|--------------|------------|--|---|--|--------|---|-----------|----------------------|---|--------------------------------------|
| Common Stock | 08/12/2003 | | S | | 700 | D | \$ 35.94 | 85,762 | I | Humphress Family Limited Partnership |
| Common Stock | 08/12/2003 | | S | | 11,500 | D | \$ 35.90 | 74,262 | I | Humphress Family Limited Partnership |
| Common Stock | 08/12/2003 | | S | | 1,100 | D | \$ 35.922 | 73,162 | I | Humphress Family Limited Partnership |
| Common Stock | 08/12/2003 | | S | | 50 | D | \$ 35.80 | 73,112 | I | Humphress Family Limited Partnership |
| Common Stock | 08/12/2003 | | S | | 400 | D | \$ 35.91 | 72,712 | I | Humphress Family Limited Partnership |
| Common Stock | | | | | | | | 26,786 | D | |
| Common Stock | | | | | | | | 1,313 | I | Custodian for daughter Amanda |
| Common Stock | | | | | | | | 1,313 | I | Custodian for daughter Laura Ann |
| Common Stock | | | | | | | | 3,550 | D | |
| Common Stock | | | | | | | | 17,319.438 | I | By 401(k) Plan |
| Common Stock | | | | | | | | 1,125 ⁽¹⁾ | I | Spouse |
| Common Stock | | | | | | | | 253 | I | JKH IRA |
| Common Stock | | | | | | | | 253 | I | Spouse IRA |

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. SEC 1474 (9-02)

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) | Date Exercisable | Expiration Date | | | | | |

Reporting Owners

| Relationships |
|---------------|
|---------------|

| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
|---|----------|-----------|---------|-------|
| HUMPHRESS JOHN KENT KRAUES HAMPHRESS PACE & WADSWORTH 1040 EAST PARK AVE TALLAHASSEE, FL 33201 | X | | | |

Signatures

| | | |
|---------------------------------|--|------------|
| John K. Humphress | | 08/13/2003 |
| **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) The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for the purposes of Section 16 or 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.

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