

CAPITAL CITY BANK GROUP INC
 Form 4
 January 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 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)

(Last) (First) (Middle)
 C/O CAPITAL CITY BANK GROUP INC, 217 NORTH MONROE STREET

3. Date of Earliest Transaction (Month/Day/Year)
 01/12/2015

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 CHAIRMAN AND CEO

(Street)
 TALLAHASSEE, FL 32301

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/12/2015 | | A | V Amount 14,184 (1) | A \$ 0 | 2,299,530 | D |
| Common Stock | | | | | | 1,049,361 | I 2S Partnership |
| Common Stock | | | | | | 1,768 | I WGS Trust |
| Common Stock | | | | | | 4,910 (2) | I WGSjr. IRA |
| | | | | | | 55,666 | I |

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| | | | | | | |
|--------------|--|--|--|----------------------|---|-------------------------|
| Common Stock | | | | | | Spouse - Paula P. Smith |
| Common Stock | | | | 4,614 ⁽³⁾ | I | Spouse IRA |
| Common Stock | | | | 87,952 | I | JWS Trust |
| Common Stock | | | | 87,115 | I | WGS III - Trust |
| Common Stock | | | | 80,728 | I | VAS - Trust |
| Common Stock | | | | 80,728 | I | WHS - 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.

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH WILLIAM G JR C/O CAPITAL CITY BANK GROUP INC 217 NORTH MONROE STREET TALLAHASSEE, FL 32301 | | | CHAIRMAN AND CEO | |

Signatures

/s/ William G.
Smith, Jr.

01/13/2015

__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) Shares granted to the reporting person under the Registrant's stock-based Incentive Plan.
- (2) Includes 30 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).

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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