

DAVIS J KIMBROUGH
Form 4
February 09, 2006

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, 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 *
DAVIS J KIMBROUGH

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)
217 NORTH MONROE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/08/2006		P	772 ⁽¹⁾ A \$ 0	30,877.545 _{(2) (3)}	D	
Common Stock					5,075 ⁽⁴⁾	I	By 401(k) Plan
Common Stock					5,488 ⁽⁵⁾	I	Wife's IRA
Common Stock					19,710.271 ₍₆₎	I	Joint with Wife
Common Stock					371.187 _{(7) (8)}	I	Custodian for Allison

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) These shares were issued under a performance share award under the 2005 Associate Incentive Plan of Capital City Bank Group, Inc. (The "Company") in a transaction exempt from the short-swing profit liability of Section 16b-3 promulgated thereunder.
These shares include 258,545 shares of common stock acquired during the fiscal year 2005 pursuant to the Company's 1996 Dividend Reinvestment Plan. These shares were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
- (2) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.
- (3) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.
- (4) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.
- (5) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.
- (6) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.
- (7) These shares are adjusted for the 5 for 4 stock split effective June 1, 2005.
Includes 3.187 shares of common stock acquired during the fiscal year 2005 under the Company's 1996 Dividend Reinvestment Plan.
- (8) These acquisitions were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.
Includes 1.01 shares of common stock acquired during the fiscal year 2005 under the Company's 1996 Dividend Reinvestment Plan.
- (9) These acquisitions were exempt from the reporting and short-swing liability provisions of Section 16 pursuant to Rule 16a-11 promulgated thereunder.

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.