

HUMPHRESS JOHN KENT
 Form 4
 April 29, 2010

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 *
HUMPHRESS JOHN KENT

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)

**WADSWORTH, HUMPHRESS,
 HOLLAR & CONRAD, PA, 1040
 EAST PARK AVE**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

TALLAHASSEE, FL 33201

(City) (State) (Zip)

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

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 or Disposed of (A) or (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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	03/22/2010		J(1)	V	90,890	D	\$ 0 0	I	By Humphress Family Partnership
Common Stock	03/22/2010		J(1)	V	45,445	A	\$ 0 45,445	I	By Humphress Family Trust
Common Stock							316	I	By IRA

Common Stock	13,004.018 <u>(2)</u>	I	By Wadsworth, Humphress, Hollar & Conrad 401(k) Plan FBO John K. Humphress
Common Stock	31,982	D	

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

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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
HUMPHRESS JOHN KENT WADSWORTH, HUMPHRESS, HOLLAR & CONRAD, PA 1040 EAST PARK AVE TALLAHASSEE, FL 33201	X			

Signatures

/s/ John K.
Humphress
04/29/2010
Date

Signature of
Reporting Person

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).

On March 22, 2010, the Humphress Family Partnership (the "Partnership") was terminated. Of the 90,890 shares of Common Stock held

(1) by the Partnership, 45,443 shares were transferred to the Humphress Family Trust. Mr. Humphress is the trustee of the Humphress Family Trust.

Includes 984,332 shares purchased during 2008-10 under the Company's 1996 Dividend Reinvestment Plan and were exempt from the

(2) reporting and short-swing profit provisions of Section 16 of the Securities Act of 1933, as amended, 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.