

SMITH WILLIAM G JR  
Form SC 13D/A  
March 15, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13D**

**(Rule 13d-101)**

(Amendment No. 22)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)

AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Capital City Bank Group, Inc.

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(Name of Issuer)

Common Stock, \$.01 Par Value

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(Title of Class of Securities)

139 74 105

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(CUSIP Number)

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J. Kimbrough Davis

P.O. Box 11248

Tallahassee, Florida 32302-3248

(850) 402-7820

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 10, 2010

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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**SCHEDULE 13D**

CUSIP No. 139 74 105

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS (ENTITIES ONLY) William Godfrey Smith, Jr.

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\* Distribution from Estate

5 CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	2,252,384
	8	SHARED VOTING POWER	1,378,083
	9	SOLE DISPOSITIVE POWER	2,252,384
	10	SHARED DISPOSITIVE POWER	1,378,083

11 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON 3,630,467

12 CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11) 21.2%

14 TYPE OF REPORTING PERSON\* IN

**AMENDMENT NO. 22 TO SCHEDULE 13D**

This Amendment No. 22 amends and supplements the Statement on Schedule 13D and all subsequent amendments. The items of the Schedule 13D referred to below are amended and supplemented by the addition of the information indicated.

Item 4. Purpose of Transaction is amended to include:

On March 10, 2010, 45,704 shares of CCBG Common Stock were distributed from the Patricia Hill Smith Estate to each of the following trusts: The VAS Trust, The WHS Trust, The JWS Trust, and The WGS III Trust.

There are no plans or proposals by William G. Smith, Jr. to take any of the actions listed in Item 4(a)-(j).

Item 5. Interest in Securities of the Issuer

Item 5(a), (b) and (c) are amended in full to read as follows:

	Number of Shares	Percentage Ownership**
(a) William G. Smith, Jr.	2,247,801	13.2%
Capital City Bank as Custodian for William G. Smith, Jr., IRA	4,583	*
The JWS Trust	83,221	*
The WGS III Trust	83,221	*
The VAS Trust	80,728	*
The WHS Trust	80,728	*
The William Godfrey Smith Trust	432,483	2.5%
2S Partnership	617,702	3.6%
	3,630,467	21.2%
Paula P. Smith (wife)	55,666	*
Capital City Bank as Custodian for		
Paula P. Smith, IRA	4,307	*
	59,973	*

\*Less than 1%.

\*\*Based on 17,063,123 shares of CCBG Common Stock outstanding as of March 15, 2010.

Under the definition of "beneficial ownership" in Section 13d-3 of the Act and the rules and regulations promulgated thereunder, Mr. Smith may be deemed to be a beneficial owner of 59,973 shares of CCBG common stock held by his wife, Paula P. Smith, and Capital City Bank as Custodian for Paula P. Smith, IRA. Neither the filing of this

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statement nor any of its contents shall be deemed to be an admission that Mr. Smith is the beneficial owner of such shares.

- (b) Mr. Smith has sole voting and investment power with respect to 2,252,384 shares of CCBG common stock consisting of (a) 2,247,801

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shares held directly, (b) 4,583 shares held by Capital City Bank as custodian for William G. Smith, Jr., IRA.

Mr. Smith shares voting and investment power with Robert H. Smith, Vice President, Capital City Bank Group, Inc., 217 N. Monroe Street, Tallahassee, Florida 32301, with respect to 1,378,083 shares of CCBG common stock, consisting of (u) 83,221 shares in The JWS Trust, (v) 83,221 shares in The WGS III Trust, (w) 80,728 shares in The VAS Trust, (x) 80,728 shares in The WHS Trust, (y) 432,483 shares in The William Godfrey Smith Trust and (z) 617,702 shares in 2S Partnership.

Mr. Smith has no voting or investment power with respect to the 59,973 shares of CCBG common stock held by his wife, Paula P. Smith, and by Capital City Bank as Custodian for Paula P. Smith, IRA. Pursuant to Rule 13d-4 promulgated under the Act, Mr. Smith disclaims beneficial ownership of such shares.

- (c) On March 10, 2010, 45,704 shares of CCBG Common Stock were distributed from the Patricia Hill Smith Estate to each of the following trusts: The VAS Trust, The WHS Trust, The JWS Trust, and The WGS III Trust. No consideration was paid for the shares.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 15, 2010

/s/ William G. Smith, Jr.  
William G. Smith, Jr.

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