

CAPITAL CITY BANK GROUP INC  
 Form 5  
 May 07, 2007

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Keen Lehman McGrath JR  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 CAPITAL CITY BANK GROUP INC [CCBG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2006

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting  
 (check applicable line)  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

1620 BELLEVUE ROAD  
 (Street)

DUBLIN, GA 31021  
 (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)	(A) or (D)	Amount or Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	257,437 <sup>(1)</sup>	D	^
Common Stock	^	^	^	^	^	^	43,105 <sup>(1)</sup>	I	Trustee for Courtney Cynthia Keen
Common Stock	^	^	^	^	^	^	43,105 <sup>(1)</sup>	I	Trustee for Lehman McGrath

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Common Stock	Â	Â	Â	Â	Â	Â	32,280 <sup>(1)</sup>	I	Keen, III Trustee for Karen Keen Vaughn
Common Stock	Â	Â	Â	Â	Â	Â	682 <sup>(1)</sup>	I	L. McGrath Keen, Jr., Trustee for Cynthia T. Keen
Common Stock	Â	Â	Â	Â	Â	Â	201,885 <sup>(1)</sup>	I	Co-Trustee of the L.M. Keen Marital Trust
Common Stock	12/19/2005	Â	G5	2,500	D	\$ 0	199,385	I	Co-Trustee of the L.M. Keen Marital Trust
Common Stock	08/17/2006	Â	G5	1,630	A	\$ 0	197,755	I	Co-Trustee of the L.M. Keen Marital Trust

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

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**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. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keen Lehman McGrath JR 1620 BELLEVUE ROAD DUBLIN, GA 31021	X	^	^	^

## Signatures

L. McGrath  
Keen

05/07/2007

\*\*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) 5/4 Stock Split dated July 1, 2005

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.