

FIELDS RANDALL K  
Form 4  
January 26, 2011

**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 \*  
FIELDS RANDALL K

2. Issuer Name and Ticker or Trading Symbol  
PARK CITY GROUP INC  
[PCYG.OB]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
3160 PINEBROOK RD  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/18/2010

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CHIEF EXECUTIVE OFFICER

PARK CITY, UT 84098

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |        |   |                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|----------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |        |   |                      |
| Common Stock                    | 11/18/2010                           | 11/15/2010   | J <sup>(1)</sup>               |   | 715   | A  | \$ 4.81   | 9,632  | I | By Fields Management |
| Common Stock                    | 12/07/2010                           | 11/30/2010   | J <sup>(1)</sup>               |   | 688   | A  | \$ 5  | 10,320 | I | By Fields Management |
| Common Stock                    | 12/16/2010                           | 12/15/2010   | J <sup>(1)</sup>               |   | 682   | A  | \$ 5.04   | 11,002 | I | By Fields Management |
| Common Stock                    | 01/04/2011                           | 01/15/2011   | J <sup>(1)</sup>               |   | 631   | A  | \$ 5.45   | 11,633 | I | By Fields Management |
| Common Stock                    | 01/26/2011                           | 01/15/2011   | J <sup>(1)</sup>               |   | 598   | A  | \$ 5.75   | 12,231 | I | By Fields Management |

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|              |           |   |                              |
|--------------|-----------|---|------------------------------|
| Common Stock | 3,947,145 | D |                              |
| Common Stock | 650,352   | I | By Riverview Financial Corp. |
| Common Stock | 30,667    | I | By Spouse                    |

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. Derivative Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                     | Amount or Number of Shares |
| Series A Convertible Preferred Stock       | \$ 10  | 01/11/2011                           | 12/31/2010   | J <sup>(2)</sup>               | 79  | 10/08/2010   | <sup>(3)</sup>  | Common Stock                              | 263                        |
| Series B Convertible Preferred Stock       | \$ 10  |                                      |  |                                |   | 06/30/2010   | <sup>(4)</sup>  | Common Stock                              | 874,065                    |
| Series B Convertible Preferred Stock       | \$ 10  |                                      |  |                                |   | 06/30/2010   | <sup>(4)</sup>  | Common Stock                              | 25,000                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

FIELDS RANDALL K  
3160 PINEBROOK RD  
PARK CITY, UT 84098

CHIEF EXECUTIVE OFFICER

## Signatures

Randall K.  
Fields

01/26/2011

\*\*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 were issued in lieu of cash compensation otherwise due and owing Fields Management, Inc. under the terms of a Services Agreement between Park City Group, Inc. and Fields Management.
  - (2) Shares were issued in lieu of cash dividends payable on Series A Convertible Preferred Stock.
  - (3) Series A Convertible Preferred Stock remains convertible so long as the shares remain issued and outstanding.
  - (4) Series B Convertible Preferred Stock remains convertible so long as the shares remain issued and outstanding.

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.