

FIELDS RANDALL K  
Form 4  
September 13, 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 \*  
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)  
07/09/2010

\_\_\_\_ 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                    |                                      |  |                                |   | 487,205   | D  |   |
| Common Stock                    |                                      |  |                                |   | 30,667  | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   | 2,688   | I  | By Fields Management                                  |
| Common Stock                    | 08/10/2010                           |  | J <sup>(1)</sup>               | 60,000 A \$ 1.1   | 4,121,487   | I  | By Riverview Financial Corp                           |
| Common Stock                    | 08/24/2010                           |  | J <sup>(2)</sup>               | 12,195 D \$ 4.1   | 4,109,292   | I  | By Riverview Financial                                |

Corp

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. I         |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Series B Convertible Preferred Stock       | \$ 10  |                                      |  |                                |   | 06/30/2010   | <u>(3)</u>  | Common Stock | 874,065                    |
| Series B Convertible Preferred Stock       | \$ 10  |                                      |  |                                |   | 06/30/2010   | <u>(3)</u>  | Common Stock | 25,000                     |
| Series A Convertible Preferred Stock       | \$ 10  | 07/09/2010                           |  | J <sup>(4)</sup>               | 76  | 07/09/2010   | <u>(5)</u>  | Common Stock | 253                        |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| FIELDS RANDALL K<br>3160 PINEBROOK RD<br>PARK CITY, UT 84098 |               |           | CHIEF EXECUTIVE OFFICER |       |

## Signatures

Randall K.  
Fields

09/13/2010

\_\_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) Vesting stock grant per Employment Agreement.
- (2) Shares were gifted to third parties.
- (3) Series B Convertible Preferred Stock remains convertible so long as the shares remain issued and outstanding.
- (4) Shares were issued in lieu of cash dividends payable on Series A Convertible Preferred Stock.
- (5) Series A 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.