FIELDS RANDALL K

Form 4

November 05, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FIELDS RANDALL K Issuer Symbol PARK CITY GROUP INC (Check all applicable) [PCYG.OB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _ Other (specify Officer (give title (Month/Day/Year) below) 3160 PINEBROOK RD 11/04/2010 CHIEF EXECUTIVE OFFICER (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PARK CITY, UT 84098 Person (City) (State) (Zip)

(City)	(State)	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	3. 4. Securities Acquired Transactior(A) or Disposed of Code (D)			5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial			
		(Month/Day/Year)	(Instr. 8) Code V	, ,	(Instr. 3, 4 and 5) (A) or Amount (D) Price		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Stock							488,205	D			
Common Stock							30,667	I	By Spouse		
Common Stock	11/04/2010	10/31/2010	J <u>(1)</u>	694	A	\$ 4.95	8,917	I	By Fields Management		
Common Stock							4,109,292	I	By Riverview Financial Corp		

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)	S	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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 11/05/2010

**Signature of Date
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).
- (1) Shares were issued in lieu of cash compensation otherwise due and owing Fields Management, Inc. under the terms of a Service Agreement between Park City Group, Inc. and Field Management.

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.

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