

FIELDS RANDALL K

Form 4

January 26, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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 ____ 10% Owner
____ Officer (give title below) ____ 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)
Common Stock	11/18/2010	11/15/2010	J ⁽¹⁾	715 A \$ 4.81	9,632	I	By Fields Management
Common Stock	12/07/2010	11/30/2010	J ⁽¹⁾	688 A \$ 5	10,320	I	By Fields Management
Common Stock	12/16/2010	12/15/2010	J ⁽¹⁾	682 A \$ 5.04	11,002	I	By Fields Management
Common Stock	01/04/2011	01/15/2011	J ⁽¹⁾	631 A \$ 5.45	11,633	I	By Fields Management
Common Stock	01/26/2011	01/15/2011	J ⁽¹⁾	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. I. 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 ⁽²⁾	79			10/08/2010	⁽³⁾	Common Stock	263
Series B Convertible Preferred Stock	\$ 10							06/30/2010	⁽⁴⁾	Common Stock	874,065
Series B Convertible Preferred Stock	\$ 10							06/30/2010	⁽⁴⁾	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.
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