

**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  
Number: 3235-0287  
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2005  
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response... 0.5

1. Name and Address of Reporting Person \*  
FIELDS RANDALL K

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

### 5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/14/2011

(Check all applicable)

|                                     |                                |
|-------------------------------------|--------------------------------|
| _____ Director                      | _____ 10% Owner                |
| _____ Officer (give title<br>below) | _____ Other (specify<br>below) |

CHIEF EXECUTIVE OFFICER

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

PARK CITY, UT 84098

☒ 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                    | 05/18/2011                           |                                                    | P                              |                                                                   | 400    | A \$ 3.9         | 650,752                                                                                       | I                                                        | By Riverview Financial Corp.                          |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 3,947,145                                                                                     | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 30,667                                                                                        | I                                                        | By Spouse                                             |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 14,073                                                                                        | I                                                        | By Fields Management                                  |

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# Edgar Filing: FIELDS RANDALL K - Form 4

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.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. I            |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Series A<br>Convertible<br>Preferred<br>Stock       | \$ 10                                                              | 04/14/2011                              | 03/31/2011                                                  | J <sup>(1)</sup>                     | 78                                                                                                                 |                                                                |     | 04/14/2011                                                          | <sup>(2)</sup>     | Common<br>Stock | 260                              |
| Series B<br>Convertible<br>Preferred<br>Stock       | \$ 10                                                              |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 06/30/2010                                                          | <sup>(3)</sup>     | Common<br>Stock | 874,065                          |
| Series B<br>Convertible<br>Preferred<br>Stock       | \$ 10                                                              |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 06/30/2010                                                          | <sup>(4)</sup>     | Common<br>Stock | 25,000                           |

## 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 05/18/2011

\*\*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 dividends payable on Series A Convertible Preferred Stock.
- (2) Series A Convertible Preferred Stock remains convertible so long as the shares remain issued and outstanding
- (3) Series B 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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