

WILSON THOMAS W
 Form 4
 September 11, 2002

 FORM 4

[] Check this box if no longer
 subject to Section 16. Form 4
 or Form 5 obligations may
 continue. See Instruction 1(b).

U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
 Section 17(a) of the Public Utility Holding Company Act of 1935 or
 Section 30(f) of the Investment Company Act of 1940

| | | | | | |
|--|---------|----------|--|-----------------------------|----|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker Trading Symbol | | 6. |
| Wilson, Jr. | Thomas | W. | Park City Group, Inc. - PKCY | | (C |
| (Last) | (First) | (Middle) | | | |
| 14 Sea Spray Road | | | 3. IRS Identification | 4. Statement for Month/Year | |
| (Street) | | | Number of Reporting | August 2002 | |
| | | | Person, if an entity | | |
| | | | (voluntary) | 5. If Amendment, Date | 7 |
| | | | | of Original | |
| | | | | (Month/Year) | |
| Westport, | CT | 06880 | | | |
| (City) | (State) | (Zip) | TABLE 1 -- Non-Derivative Securities Acquired, Dis | | |

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 3. Transaction Code (Instr.8) | 4. Securities Acquired(A) or Disposed of (D) (Instr. 3,4 and 5) | 5. Amount of Security Benefici Owned at of Month (Instr. |
|------------------------------------|---|-------------------------------------|---|---|
| | | Code | Amount (A) or Price (D) | |
| Common Stock | 8/16/02 | J | 1,208,334 A | 2,875,0 |

J - SHARES ISSUED IN ACCORDANCE WITH ANTI-DILUTION RIGHTS

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, see Instruction on 4(b) (v).

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FORM 4 (CONTINUED)

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) | 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--------------------------------|--|--|---|--|
| Option | \$0.10 | 8/16/02 | A | 1,208,334 | 8/17/02 8/16/04 | Common 1,208,334 | \$0 |
| Warrant | \$0.10 | 8/18/02 | A | 1,150,000 | 8/16/02 12/31/02 | Common 1,150,000 | \$0 |
| Warrant | \$0.10 | 8/18/02 | A | 750,000 | 8/16/02 8/16/07 | Common 750,000 | \$0 |

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

Note. File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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/s/ Tho

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