

FIELDS RANDALL K
Form 4
September 23, 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)
09/10/2010

____ 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 (D) Price			
Common Stock					487,205	D	
Common Stock					30,667	I	By Spouse
Common Stock					4,109,292	I	By Riverview Financial Corp
Common Stock	09/10/2010	07/15/2010	J ⁽¹⁾	905 A \$ 3.8	3,593	I	By Fields Management
Common Stock	09/10/2010	07/31/2010	J ⁽¹⁾	781 A \$ 4.4	4,374	I	By Fields Management

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Common Stock	09/10/2010	08/15/2010	J ⁽¹⁾	838	A	\$ 4.1	5,212	I	By Fields Management
Common Stock	09/10/2010	08/31/2010	J ⁽¹⁾	829	A	\$ 4.15	6,041	I	By Fields Management
Common Stock	09/23/2010	09/15/2010	J ⁽¹⁾	764	A	\$ 4.5	6,805	I	By Fields Management

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. 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)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Randall K. Fields
09/23/2010
**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) 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.

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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