

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2010-06-01** | Period of Report: **2009-04-14**

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### REPORTING OWNER

#### **FIELDS RANDALL K**

CIK: **1143335**

Type: **4/A** | Act: **34** | File No.: **000-03718** | Film No.: **10870971**

Mailing Address

**3160 PINEBROOK ROAD  
PARK CITY UT 84098**

### ISSUER

#### **PARK CITY GROUP INC**

CIK: **50471** | IRS No.: **371454128** | Fiscal Year End: **0630**

SIC: **7374** Computer processing & data preparation

Mailing Address

**3160 PINEBROOK ROAD  
PARK CITY UT 84098**

Business Address

**3160 PINEBROOK ROAD  
PARK CITY UT 84098  
435-645-2000**

# 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

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

1. Name and Address of Reporting Person <b>FIELDS RANDALL K</b>			2. Issuer Name and Ticker or Trading Symbol <b>PARK CITY GROUP INC [PCYG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/14/2009</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
3160 PINEBROOK ROAD			4. If Amendment, Date Original Filed(Month/Day/Year) <b>03/11/2010</b>					
(Street) <b>PARK CITY, UT 84098</b>								
(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								545,206	D	
Common Stock								30,667	I	By Spouse
Common Stock								2,688	I	By Fields Management
Common Stock	04/14/2009		J <sup>(2)</sup>		517,608	A	\$1.5	4,033,890	I	By Riverview Financial Corporation

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Convertible	\$10	07/16/2009		J <sup>(3)</sup>		143		07/16/2009	(1)	Common Stock	477	\$3	5,880 <sup>(4)</sup>	D	

Preferred Stock															
Series A Convertible Preferred Stock	\$8.22	10/24/2009		J <sup>(3)</sup>		90		10/24/2009	(1)	Common Stock	300	\$2.47	5,970 <sup>(4)</sup>	D	
Series A Convertible Preferred Stock	\$10	01/14/2010		J <sup>(3)</sup>		75		01/14/2010	(1)	Common Stock	250	\$3	6,045 <sup>(4)</sup>	D	
Series A Convertible Preferred Stock	\$10	04/12/2010		J <sup>(3)</sup>		74		04/12/2010	(1)	Common Stock	246.67	\$3	6,119 <sup>(4)</sup>	D	

**Explanation of Responses:**

1. Preferred Stock remains convertible so long as the shares remain issued & outstanding.
2. Shares were issued as consideration for the purchase of a promissory note by Reporting Person.
3. Shares were issued in lieu of cash for dividends payable on Series A Convertible Preferred Stock.
4. Previously filed Form 4 contained correct transaction data, but reported incorrect "Number of derivative Securities Beneficially Owned Following Reported Transaction."

**Signatures**

/s/ Randall K. Fields

\*\* Signature of Reporting Person

06/01/2010

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

**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 Number.**