

FIELDS RANDALL K

Form 4/A

June 01, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

3160 PINEBROOK ROAD

(Street)

PARK CITY, UT 84098

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

PARK CITY GROUP INC [PCYG]

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

04/14/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/11/2010

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

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

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 ⁽²⁾		517,608	A	\$ 1.5
					4,033,890	I	By Riverview Financial Corporation

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

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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 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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series A Convertible Preferred Stock	\$ 10	07/16/2009		J ⁽³⁾		143		07/16/2009	⁽¹⁾	Common Stock	477	
Series A Convertible Preferred Stock	\$ 8.22	10/24/2009		J ⁽³⁾		90		10/24/2009	⁽¹⁾	Common Stock	300	\$
Series A Convertible Preferred Stock	\$ 10	01/14/2010		J ⁽³⁾		75		01/14/2010	⁽¹⁾	Common Stock	250	
Series A Convertible Preferred Stock	\$ 10	04/12/2010		J ⁽³⁾		74		04/12/2010	⁽¹⁾	Common Stock	246.67	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELDS RANDALL K 3160 PINEBROOK ROAD PARK CITY, UT 84098	X		Chief Executive Officer	

Signatures

/s/ Randall K.
Fields

06/01/2010

__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) 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."

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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