

Edgar Filing: PARK CITY GROUP INC - Form 4

PARK CITY GROUP INC  
 Form 4  
 April 02, 2003

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 FORM 4  
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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).

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,  
 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.
Fields,	Randall	K.	Park City Group, Inc. (PKCY)		(C
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year
P.O. Box 5000					March 31, 2003
(Street)					5. If Amendment, Date of Original (Month/Year)
Park City,	Utah	84060			7

TABLE 1 -- Non-Derivative Securities Acquired, Disposed of, or Held

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)	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3)
Common Stock	11/12/02		J		1,478,571 A		20,74
							91,92

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J = Common Stock Issued in accordance with Antidilution Rights 2nd Br.

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).

Persons who respond to the collection of information in this form are not required to respond unless the collection of information for this form displays a currently valid OMB control number.

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)	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 or Value of Underlying Securities (Instr. 3 and 5)
Warrants	\$.04	11/12/02		A	6,761,614	11/13/02 - 11/12/07	Common 6,761,614	\$
Warrants	\$.07	11/12/02		A	1,478,571	11/13/02 - 11/12/07	Common 1,478,574	\$

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Explanation of Responses:

by: /s/ Randall K. Fields	4/2/03
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Signature of Reporting Person	Date
Randall K. Fields	

(1) 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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