

FIELDS RANDALL K
Form 4
January 22, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Last) (First) (Middle)

299 S MAIN STREET, STE 2370

(Street)

SALT LAKE CITY, UT 84111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PARK CITY GROUP INC [PCYG]

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

01/04/2013

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/04/2013 | | J ⁽¹⁾ | V Amount (A) or (D) Price \$ 2.55 | 3,945,458 | D | |
| Common Stock | | | | | 651,152 | I | By Riverview Financial Corp. |
| Common Stock | | | | | 30,667 | I | By Spouse |
| Common Stock | | | | | 166,860 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series A Convertible Preferred Stock | \$ 10 | 01/10/2013 | | J ⁽²⁾ | 174 | 01/10/2013 ⁽³⁾ | Common Stock | 580 |
| Series B Convertible Preferred Stock | \$ 10 | | | | | 06/30/2010 ⁽⁴⁾ | Common Stock | 874,065 |
| Series B Convertible Preferred Stock | \$ 10 | | | | | 06/30/2010 ⁽⁴⁾ | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FIELDS RANDALL K 299 S MAIN STREET, STE 2370 SALT LAKE CITY, UT 84111 | | | CHIEF EXECUTIVE OFFICER | |

Signatures

/s/ Randall K. Fields 01/22/2013

**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 at a 15% discount to fair market value, pursuant to the Company's Employee Stock Purchase Plan.
- (2) Shares were issued in lieu of cash dividends payable on Series A Convertible Preferred Stock.
- (3) Series A Convertible Preferred Stock remains convertible so long as the shares remain issued and outstanding.
- (4) Series B Convertible Preferred Stock remains convertible so long as the shares remain issued and outstanding.

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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