

FIELDS RANDALL K
Form 5
August 16, 2010

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

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

(Last) (First) (Middle)

3160 PINEBROOK RD

(Street)

PARK CITY, UT 84098

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PARK CITY GROUP INC
[PCYG.OB]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
06/30/2010

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 ____ Other (specify
below) below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/05/2009	Â	J ⁽¹⁾	35,000 D	\$ 1.43 3,998,890	I	By Riverview Financial Corp
Common Stock	Â	Â	Â	Â Â Â	30,667	I	By Spouse
Common Stock	Â	Â	Â	Â Â Â	2,688	I	By Fields Management
	Â	Â	Â	Â Â Â	545,206	D	Â

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Common
Stock

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

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(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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Share
Series A Convertible Preferred Stock	\$ 10	Â	Â	Â	Â	07/16/2009 Â <u>(2)</u>	Common Stock 20,
Series B Convertible Preferred Stock	\$ 10	06/30/2010	Â	J ⁽³⁾	349,626 Â	06/30/2010 Â <u>(4)</u>	Common Stock 874
Series B Convertible Preferred Stock	\$ 10	06/30/2010	Â	J ⁽³⁾	10,000 Â	06/30/2010 Â <u>(4)</u>	Common Stock 25,

Reporting Owners

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

Signatures

/s/ Randall K.
Fields 08/16/2010

**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 gifted to a third party.
- (2) The Series A Convertible Preferred Stock remains convertible so long as the shares remain issued and outstanding.
- (3) Shares were issued upon conversion of certain debt of Park City Group, Inc. held by Mr. Fields.
- (4) The Series B Convertible Preferred Stock remains convertible so long as the shares remain issued and outstanding.

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