

PARK CITY GROUP INC  
 Form 4  
 September 19, 2002

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 FORM 4  
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[X] 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

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1. Name and Address of Reporting Person*	2. Issuer Name and Ticker Trading Symbol		6.		
Ray	Barbara	J.	Park City Group, Inc. PKCY		(C
(Last)	(First)	(Middle)	-----		
333 Main Street	#300, P.O. Box 5000		3. IRS Identification	4. Statement for Month/Year	
			Number of Reporting	9/17/02	
			Person, if an entity	-----	
	(Street)		(voluntary)	5. If Amendment, Date	
Park City	UT	84060		of Original	
(City)	(State)	(Zip)		(Month/Year)	
				7	
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TABLE 1 -- Non-Derivative Securities Acquired, Disposed of, or Beneficial

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transaction Code (Instr.8)	4. Securities Acquired(A) or Disposed of (D) (Instr. 3,4 and 5)	5. Amount of Security Beneficial Owned at of Month (Instr.
		Code V	Amount (A) or Price (D)	Non
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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).

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)	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 of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title Number of Shares

Explanation of Responses: Resignation of Park City Group, Inc., Chief Financial Officer and Corporate Controller

/s/ Barbara J. Ray (1) 9/17/02  
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 Signature of Reporting Person Date

(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 is insufficient, refer to Instruction 6 for procedure.  
 Potential persons who are to respond to the collection of information in this form are not required to do so unless the form displays a valid OMB Number.

[PARK CITY GROUP, INC. LETTERHEAD]

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333 Main Street #300  
P.O. Box 5000  
Park City, UT 84060  
(435) 649-2221  
Fax: (435) 645-2110

September 17, 2002

Randall K. Fields  
President and CEO  
Park City Group, Inc.  
333 Main Street #300  
P.O. Box 5000  
Park City, UT 84060

Re: Barbara J. Ray

Dear Randy:

I regret to inform you that I will be leaving the employment of Park City Group as well as resigning from my current duties as Chief Financial Officer and Corporate Secretary in order to pursue other interests. My last day is effective September 17, 2002.

It has been a pleasure working here. Please feel free to call me if you have questions.

Sincerely,

/s/ Barbara J. Ray

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Barbara J. Ray

BJR/egis