

PARK CITY GROUP INC
Form 4
June 19, 2006

FORM 4

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

OMB APPROVAL

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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).

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 *
DUNLAVY WILL

(Last) (First) (Middle)

P.O. BOX 5000

(Street)

PARK CITY, UT 84060

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2005

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)
CFO

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 or Price		
Common Stock	02/09/2005	06/30/2004	J ⁽¹⁾		26,042 A \$ 0.08	D	
Common Stock	05/23/2005	05/23/2005	P		15,000 D \$ 0.024	D	
Common Stock	07/11/2005	03/15/2005	J ⁽²⁾		18,271 A \$ 0.047	D	
Common Stock	07/11/2005	03/31/2005	J ⁽²⁾		21,469 A \$ 0.04	D	
Common Stock	07/11/2005	04/15/2005	J ⁽²⁾		25,684 A \$ 0.035	D	

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Common Stock	07/11/2005	04/30/2005	<u>J(2)</u>	22,473	A	\$ 0.04	1,390,204	D
Common Stock	07/11/2005	05/15/2005	<u>J(2)</u>	24,970	A	\$ 0.036	1,415,174	D
Common Stock	11/23/2005	09/15/2005	<u>J(1)</u>	25,000	A	\$ 0.05	1,440,174	D
Common Stock	11/23/2005	09/30/2005	<u>J(1)</u>	25,000	A	\$ 0.05	1,465,174	D
Common Stock	03/08/2006	10/15/2005	<u>J(1)</u>	25,000	A	\$ 0.05	1,490,174	D
Common Stock	03/08/2006	10/31/2005	<u>J(1)</u>	15,625	A	\$ 0.08	1,505,799	D
Common Stock	03/08/2006	11/15/2005	<u>J(1)</u>	15,625	A	\$ 0.08	1,521,424	D
Common Stock	03/08/2006	11/30/2005	<u>J(1)</u>	15,625	A	\$ 0.08	1,537,049	D
Common Stock	03/08/2006	12/15/2005	<u>J(1)</u>	17,857	A	\$ 0.07	1,554,906	D
Common Stock	03/08/2006	12/31/2005	<u>J(1)</u>	20,833	A	\$ 0.06	1,575,739	D
Common Stock	03/08/2006	01/15/2006	<u>J(1)</u>	20,833	A	\$ 0.06	1,596,572	D
Common Stock	03/08/2006	01/31/2006	<u>J(1)</u>	20,833	A	\$ 0.06	1,617,405	D
Common Stock	03/08/2006	02/15/2006	<u>J(1)</u>	20,833	A	\$ 0.06	1,638,238	D
Common Stock	03/08/2006	02/28/2006	<u>J(1)</u>	20,833	A	\$ 0.06	1,659,071	D
Common Stock	04/18/2006	03/15/2006	<u>J(1)</u>	20,833	A	\$ 0.06	1,679,904	D
Common Stock	04/18/2006	03/31/2006	<u>J(1)</u>	20,833	A	\$ 0.06	1,700,737	D

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)

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNLAVY WILL P.O. BOX 5000 PARK CITY, UT 84060			CFO	

Signatures

/s/ Will Dunlavy 06/16/2006
 __Signature of Date
 Reporting Person

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 issued as part of management compensation agreement.
- (2) Shares issued under employee stock purchase plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.