

PARK CITY GROUP INC  
Form 4  
June 29, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
ALLEN ROBERT W

(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]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/19/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 (A) or (D) Price   |   |  |   |
| Common Stock                    | 06/07/2011                           |  | X                              | 8,928 A \$ 4  | 219,778   | D  |   |
| Common Stock                    | 06/29/2011                           |  | J <sup>(1)</sup>               | 455 A \$ 5.5  | 220,233   | D  |   |
| Common Stock                    | 06/07/2011                           |  | X                              | 8,929 A \$ 4  | 46,243  | I  | Trust (By Spouse)                                     |

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

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SEC 1474  
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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) |         |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|---------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount  |
| Series A Convertible Preferred Stock       | \$ 10  | 04/19/2011                           |  | J <sup>(2)</sup>               | 195   |     | 10/08/2010   | <sup>(3)</sup>  | Common Stock  | 65,000  |
| Series A Convertible Preferred Stock       | \$ 10  | 04/19/2011                           |  | J <sup>(2)</sup>               | 195   |     | 10/08/2010   | <sup>(3)</sup>  | Common Stock  | 65,000  |
| Common Stock Purchase Warrants             | \$ 4   | 06/07/2011                           |  | X                              | 8,928   |     | 06/05/2007   | 05/31/2011      | Common Stock  | 8,928   |
| Common Stock Purchase Warrants             | \$ 4   | 06/07/2011                           |  | X                              | 8,929   |     | 06/05/2007   | 05/31/2011      | Common Stock  | 8,929   |
| Series B Convertible Preferred Stock       | \$ 10  |                                      |  |                                |   |     | 06/30/2011   | <sup>(4)</sup>  | Common Stock  | 130,700 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ALLEN ROBERT W<br>3160 PINEBROOK RD<br>PARK CITY, UT 84098 |               |           |         |       |

## Signatures

/s/ Robert W. Allen 06/29/2011

\*\*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 issued in lieu of cash compensation for fees for services on the Company's Board of Directors.
- (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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