

PARK CITY GROUP INC

Form 4

March 11, 2010

FORM 4**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).

**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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(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)
02/16/2009

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)

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	(A) or (D)	Price			
Common Stock	02/16/2009		J ⁽¹⁾		962	A	\$ 2.6	53,962	D	
Common Stock	02/16/2009		J ⁽¹⁾		1,798	A	\$ 1.39	55,760	D	
Common Stock	04/14/2009		J ⁽²⁾		116,667	A	\$ 1.5	172,427	D	
Common Stock	07/14/2009		J ⁽¹⁾		2,273	A	\$ 1.1	174,700	D	
Common Stock	07/14/2009		J ⁽¹⁾		1,667	A	\$ 1.5	176,367	D	
	11/30/2009		J ⁽³⁾		15,000	A	\$ 1	191,367	D	

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Common
Stock

Common Stock	12/28/2009	J ⁽¹⁾	909	A	\$ 2.75	192,276	D
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Common Stock	01/22/2010	J ⁽¹⁾	755	A	\$ 3.31	193,031	D
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Common Stock						37,314	I	By Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	\$ 10	06/03/2009		J ⁽⁴⁾		420		06/03/2009	⁽⁵⁾	Common Stock	1,400
Series A Convertible Preferred Stock	\$ 10	07/17/2009		J ⁽⁴⁾		359		07/17/2009	⁽⁵⁾	Common Stock	1,196.67
Series A Convertible Preferred Stock	\$ 8.22	10/27/2009		J ⁽⁴⁾		226		10/27/2009	⁽⁵⁾	Common Stock	753.33
Series A Convertible Preferred Stock	\$ 10	01/14/2010		J ⁽⁴⁾		188		01/14/2010	⁽⁵⁾	Common Stock	626.67
	\$ 10	06/03/2009		J ⁽⁴⁾		420		06/03/2009	⁽⁵⁾		1,400

Series A
Convertible
Preferred
Stock

Common
Stock

Series A
Convertible
Preferred
Stock

\$ 10

07/17/2009

J⁽⁴⁾

359

07/17/2009

⁽⁵⁾

Common
Stock

1,196.67

Series A
Convertible
Preferred
Stock

\$ 8.22

10/27/2009

J⁽⁴⁾

226

10/27/2009

⁽⁵⁾

Common
Stock

753.33

Series A
Convertible
Preferred
Stock

\$ 10

01/14/2010

J⁽⁴⁾

188

01/14/2010

⁽⁵⁾

Common
Stock

626.67

Common
Stock
Purchase
Warrants

\$ 4

06/05/2007 05/31/2011

Common
Stock

8,928

Common
Stock
Purchase
Warrants

\$ 4

06/05/2007 05/31/2011

Common
Stock

8,929

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN ROBERT W 3160 PINEBROOK RD PARK CITY, UT 84098	X			

Signatures

/s/ John R. Merrill, Attorney
in Fact

03/11/2010

____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) Represents issuance of shares paid in lieu of cash compensation for fees for service on the Company's Board of Directors.

(2) Shares were issued as consideration for the purchase of a promissory note by Reporting Person.

(3) Shares were issued as bonus compensation. Issuance represents one-fifth of shares issued. The remaining shares are issued over a four year period.

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- (4) Shares were issued in-lieu of cash for dividends payable on Series A Convertible Preferred Stock.
- (5) Preferred Stock remains convertible so long as the shares remain issued and outstanding.

Remarks:

Exhibit 24 - Power of Attorney dated 2-17-10 reflecting Reporting Person's conformed signature.

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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