

FIELDS RANDALL K
Form 4
February 24, 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 *
FIELDS RANDALL K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 5000

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

PARK CITY, UT 84060

(City) (State) (Zip)

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	07/15/2005	07/15/2005	J ⁽¹⁾		134,411	A	\$ 0.04	114,332,133	I	Fields Mgmt
Common Stock	11/23/2005	07/15/2005	J ⁽²⁾		41,667	A	\$ 0.05	23,712,744	D	
Common Stock	11/23/2005	07/31/2005	J ⁽²⁾		41,667	A	\$ 0.05	23,754,411	D	
Common Stock	11/23/2005	08/15/2005	J ⁽²⁾		41,667	A	\$ 0.05	23,796,078	D	
Common Stock	11/23/2005	08/31/2005	J ⁽²⁾		41,667	A	\$ 0.05	23,837,745	D	

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Common Stock	11/23/2005	09/15/2005	J(2)	41,667	A	\$ 0.05	23,879,412	D	
Common Stock	11/23/2005	09/30/2005	J(2)	41,667	A	\$ 0.05	23,921,079	D	
Common Stock	02/01/2006	02/01/2006	A	2,928,571	A	\$ 0.04	117,260,704	I	Riverview

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)

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 Number Shares
Option	\$ 0.04	02/01/2006	02/01/2006	X	2,928,571	03/15/2002	02/01/2006	Common Stock	2,928,571

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELDS RANDALL K P.O. BOX 5000 PARK CITY, UT 84060		X	CEO	

Signatures

/s/ Randall K. Fields
02/24/2006

**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 per compensation agreement.
- (2) Shares issued as part of management compensation agreement.

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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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