

FIELDS RANDALL K
Form 4
February 28, 2005

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 *
FIELDS RANDALL K

(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)

01/04/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO

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	01/04/2005	12/06/2004	J ⁽¹⁾		225,000	A	\$ 0.07	116,647,722	I	Riverview Financial Corp.
Common Stock	01/19/2005	01/19/2005	S		50,000	D	\$ 0.054	116,597,722	I	Riverview Financial Corp.
Common Stock	01/24/2005	01/24/2005	S		25,000	D	\$ 0.054	116,572,722	I	Riverview Financial Corp.
Common Stock	01/25/2005	01/25/2005	S		25,000	D	\$ 0.054	116,547,722	I	Riverview Financial

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Common Stock	01/31/2005	01/31/2005	S	50,000	D	\$ 0.053	116,497,722	I	Riverview Financial Corp.
Common Stock	02/04/2005	02/04/2005	S	50,000	D	\$ 0.56	116,447,722	I	Riverview Financial Corp.
Common Stock	02/09/2005	06/30/2004	J ⁽²⁾	26,042	A	\$ 0.08	22,625,195	D	
Common Stock	02/09/2005	07/15/2004	J ⁽²⁾	26,042	A	\$ 0.08	22,651,236	D	
Common Stock	02/09/2005	07/31/2004	J ⁽²⁾	29,762	A	\$ 0.07	22,680,998	D	
Common Stock	02/09/2005	08/15/2004	J ⁽²⁾	34,722	A	\$ 0.06	22,715,721	D	
Common Stock	02/09/2005	08/31/2004	J ⁽²⁾	34,722	A	\$ 0.06	22,750,443	D	
Common Stock	02/09/2005	09/15/2004	J ⁽²⁾	29,762	A	\$ 0.07	22,780,205	D	
Common Stock	02/09/2005	09/30/2004	J ⁽²⁾	41,667	A	\$ 0.05	22,821,871	D	
Common Stock	02/09/2005	10/15/2004	J ⁽²⁾	34,722	A	\$ 0.06	22,856,594	D	
Common Stock	02/09/2005	10/31/2004	J ⁽²⁾	34,722	A	\$ 0.06	22,891,316	D	
Common Stock	02/09/2005	11/15/2004	J ⁽²⁾	41,667	A	\$ 0.05	22,932,983	D	
Common Stock	02/09/2005	11/30/2004	J ⁽²⁾	29,762	A	\$ 0.07	22,962,744	D	
Common Stock	02/09/2005	12/15/2004	J ⁽²⁾	29,762	A	\$ 0.07	22,992,506	D	
Common Stock	02/09/2005	12/31/2004	J ⁽²⁾	29,762	A	\$ 0.07	23,022,268	D	
Common Stock	02/15/2005	02/15/2005	S	50,000	D	\$ 0.05	116,397,722	I	Riverview Financial Corp.
Common Stock	02/22/2005	02/22/2005	S	50,000	D	\$ 0.05	116,347,722	I	Riverview Financial Corp.
Common Stock	02/25/2005	02/25/2005	S	50,000	D	\$ 0.052	116,297,722	I	Riverview Financial Corp.

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 02/28/2005

__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 as consideration for extension of Riverview LOC
- (2) Shares issued in conjunction with management compensation agreement.

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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