

PARK CITY GROUP INC

Form 4

April 03, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALLEN ROBERT W

(Last) (First) (Middle)

299 SOUTH MAIN
STREET, SUITE 2370

(Street)

SALT LAKE CITY, UT 84111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2013

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)
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	03/22/2013		C		60,654	A (1)	\$ 3 454,775
Common Stock	03/22/2013		C		60,657	A (1)	\$ 3 106,900
							Trust (By Spouse)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	\$ 3 ⁽²⁾	03/22/2013		C	18,196 ⁽³⁾	⁽⁴⁾ ⁽⁵⁾	Common Stock 60,6
Series A Convertible Preferred Stock	\$ 3 ⁽²⁾	03/22/2013		C	18,197 ⁽⁶⁾	⁽⁴⁾ ⁽⁵⁾	Common Stock 60,6
Series B Convertible Preferred Stock	\$ 10					⁽⁷⁾ ⁽⁸⁾	Common Stock 130,7
Warrant	\$ 3.6					03/14/2013 03/14/2018	Common Stock 45,8

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALLEN ROBERT W 299 SOUTH MAIN STREET SUITE 2370 SALT LAKE CITY, UT 84111	

Signatures

/s/ Robert Allen 04/03/2013

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).

The Reporting Person disposed of shares of Series A Convertible Preferred Stock, held both directly and indirectly ("Series A Preferred"),
(1) as reported in Table II, and acquired shares of Common Stock reported in Table I pursuant to conversion rights under the Certificate of Designation of the Relative Rights, Powers and Preference of the Series A Preferred (the "Certificate of Designation").

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- (2) Each share of Series A Preferred is convertible in that number of shares of Issuer's Common Stock determined by dividing the Series A Original Issue Price, as defined in the Certificate of Designation as \$10.00 per Share, by \$3.00.
- (3) Includes 437 shares of Series A Preferred issued directly to the Reporting Person as consideration for accumulated Series A Preferred dividends as of March 22, 2013.
- (4) The Series A Preferred are exercisable upon issuance.
- (5) The Series A Preferred remains convertible so long as the shares remain issued and outstanding.
- (6) Includes 437 shares of Series A Preferred issued indirectly to the Reporting Person as consideration for accumulated Series A Preferred dividends as of March 22, 2013.
- (7) The Series B Convertible Preferred Stock ("Series B Preferred") are exercisable upon issuance.
- (8) The Series B Preferred 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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