

PARK CITY GROUP INC
Form 4
January 27, 2014

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 *
Noll Austin F. Jr.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
32 HEATHER LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2013

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

RANDOLPH, NJ 07869

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

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/17/2013	03/31/2013	J ⁽¹⁾		679	A	\$ 3.68	18,179	D
Common Stock	07/25/2013	06/30/2013	J ⁽¹⁾		330	A	\$ 7.58	18,509	D
Common Stock	10/22/2013	10/15/2013	J ⁽²⁾		9,554	A	\$ 9.12	28,063	D
Common Stock	11/28/2013		X		5,500	A	\$ 3.6	33,563	D
Common Stock	11/22/2013	09/30/2013	J ⁽¹⁾		286	A	\$ 8.74	33,849	D
	01/03/2014	12/31/2013	J ⁽¹⁾		246	A		33,809	D

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Common Stock \$ 10.16

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)	8. Amount or Number of Shares
Warrants	\$ 3.6	11/28/2013		X	5,500	03/14/2013 03/14/2018	Common Stock	5,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noll Austin F. Jr. 32 HEATHER LANE RANDOLPH, NJ 07869				

Signatures

/s/ Austin Noll, Jr. 01/27/2014

**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 as bonus compensation. Issuance represents one-fifth of shares issued. This is the first of five annual issuances.
- (3) The Reporting Person received the warrants as additional consideration for the purchase of the shares of common stock.

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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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