

PARK CITY GROUP INC
 Form 4/A
 September 11, 2002

 FORM 4/A

[] Check this box if no longer
 subject to Section 16. Form 4
 or Form 5 obligations may
 continue. See Instruction 1(b).

U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
 Section 17(a) of the Public Utility Holding Company Act of 1935 or
 Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker Trading Symbol		6.
Fields,	Randall	K.	Park City Group, Inc. - PKCY		(C
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year
P.O. Box 5000					
----- (Street)					5. If Amendment, Date of Original (Month/Year)
Park City,			UT	84060	August 2002

 TABLE 1 -- Non-Derivative Securities Acquired, Disposed of, or Issued

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Month (Instr. 3, 4 and 5)	6. Price (Instr. 3, 4 and 5)
		Code	Amount (A) or Price (D)		
Common Stock	8/16/02	J	1,450,000	A	19,262, 87,923,

 J - SHARES ISSUED IN ACCORDANCE WITH ANTI-DILUTION RIGHTS

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, see Instruction on 4(b) (v).

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FORM 4 (CONTINUED)

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)	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)
Option	\$0.10	8/16/02	A	1,450,000	8/16/02 8/17/04	Common 1,450,000	\$0
Warrant	\$0.10	8/16/02	A	2,000,000	8/16/02 8/16/07	Common 2,000,000	\$0

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

Note. File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who respond to the collection of information contained in

/s/ Ran

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