

Krause Richard Scott
 Form 4
 July 21, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Krause Richard Scott

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)
 3160 PINEBROOK RD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/05/2008

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

PARK CITY, UT 84098
 (City) (State) (Zip)

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

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 | 08/05/2008 | 03/31/2008 | J ⁽¹⁾ | | 1,087 | A | \$ 2.3 1,087 | D |
| Common Stock | 08/05/2008 | 06/30/2008 | J ⁽¹⁾ | | 793 | A | \$ 3.15 1,880 | D |
| Common Stock | 02/16/2009 | 09/30/2008 | J ⁽¹⁾ | | 962 | A | \$ 2.6 2,842 | D |
| Common Stock | 02/16/2009 | 12/31/2008 | J ⁽¹⁾ | | 1,798 | A | \$ 1.39 4,640 | D |
| Common Stock | 07/10/2009 | 03/31/2009 | J ⁽¹⁾ | | 2,273 | A | \$ 1.1 6,913 | D |
| | 07/10/2009 | 06/30/2009 | J ⁽¹⁾ | | 1,667 | A | \$ 1.5 8,580 | D |

Edgar Filing: Krause Richard Scott - Form 4

| | | | | | | | | |
|--------------|------------|------------|------------------|--------|---|-------------|--------|---|
| Common Stock | | | | | | | | |
| Common Stock | 11/21/2009 | 11/21/2008 | J ⁽²⁾ | 15,000 | A | \$ 1 (2) | 23,580 | D |
| Common Stock | 12/31/2009 | 09/30/2009 | J ⁽¹⁾ | 909 | A | \$ 2.75 | 24,489 | D |
| Common Stock | 01/23/2009 | 12/31/2009 | J ⁽¹⁾ | 755 | A | \$ 3.31 | 25,244 | D |
| Common Stock | 04/08/2010 | 03/31/2010 | J ⁽¹⁾ | 676 | A | \$ 3.7 | 25,920 | D |
| Common Stock | 07/09/2010 | 06/30/2010 | J ⁽¹⁾ | 658 | A | \$ 3.8 | 26,578 | D |
| Common Stock | 11/19/2010 | 09/30/2010 | J ⁽¹⁾ | 526 | A | \$ 4.75 | 27,104 | D |
| Common Stock | 11/19/2010 | | J | 15,000 | A | \$ 1 (2) | 42,104 | D |
| Common Stock | 02/03/2011 | 12/31/2010 | J ⁽¹⁾ | 459 | A | \$ 5.45 | 42,563 | D |
| Common Stock | 06/30/2011 | 03/31/2011 | J ⁽¹⁾ | 455 | A | \$ 5.5 | 43,018 | D |
| Common Stock | 07/06/2011 | 06/30/2011 | J ⁽¹⁾ | 526 | A | \$ 4.75 | 43,544 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 (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 |
| Krause Richard Scott 3160 PINEBROOK RD PARK CITY, UT 84098 | | | | |

Signatures

/s/ Richard
Krause

07/21/2011

__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 total shares issued, which total vests ratably over a five year period. Price reflects fair market value of shares on the date of original issuance, November 21, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.