

BROWN ROBERT G/  
Form 5  
February 14, 2011

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
BROWN ROBERT G/

2. Issuer Name and Ticker or Trading Symbol  
SPAR GROUP INC [SGRP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2010

C/O SPAR GROUP INC, 560  
WHITE PLAINS ROAD, SUITE  
210

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TARRYTOWN, NY 10591

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) Amount  | or (D) Price |  |  |                                   |
| Common Stock, \$.01 par value   | ^                                    | ^  | ^                              | ^   | ^            | 6,033,352 (1)  | D  | ^                                 |
| Common Stock, \$.01 par         | ^                                    | ^  | ^                              | ^   | ^            | 902,469 (1)  | I  | Footnote: (2)                     |

value

|                               |            |   |                   |           |   |                   |                        |   |                          |
|-------------------------------|------------|---|-------------------|-----------|---|-------------------|------------------------|---|--------------------------|
| Common Stock, \$.01 par value | Â          | Â | Â                 | Â         | Â | Â                 | 283,781 <sup>(1)</sup> | I | 401 (k) Plan             |
| Common Stock, \$.01 par value | Â          | Â | Â                 | Â         | Â | Â                 | 67,776 <sup>(1)</sup>  | I | Spouse's 401 (k) Plan    |
| Common Stock, \$.01 par value | 11/29/2010 | Â | J4 <sup>(3)</sup> | 1,800,000 | D | \$ <sup>(5)</sup> | 0                      | I | Footnote: <sup>(3)</sup> |

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. Pr Deri Secu (Inst |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |                       |
| Series A Preferred Stock                   | Â  | Â                                    | Â  | Â                              | Â Â   | Â <sup>(4)</sup> Â <sup>(4)</sup>                        | Common Stock, \$.01 par value                                 | 338,801               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| BROWN ROBERT G/<br>C/O SPAR GROUP INC<br>560 WHITE PLAINS ROAD, SUITE 210<br>TARRYTOWN, NY 10591 | Â X           | Â X       | Â CHAIRMAN | Â     |

## Signatures

/s/ James Segreto, as attorney-in-fact under Power of Attorney Grant & Confirming Statement dated November 7, 2002.

02/14/2011

\_\_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) Beneficial ownership of such shares at December 31, 2010.

(2) Beneficially owned as a beneficiary under the SP/R, Inc. Defined Benefit Pension Trust.

(3) On November 29, 2010, the reporting person as trustee of the Grantor Trust I of Robert G. Brown Dated March 22, 1999, distributed the trust to its beneficiaries in accordance with its terms. Each beneficiary is not an affiliate of the company, and no one beneficiary held more than 5% of SGRP's Common Stock upon receipt of this trust distribution.

(4) Each share of Series A Preferred Stock is convertible at any time in accordance with its terms into one share of SGRP's Common Stock upon receipt of a conversion request from the holder in his discretion. There is no conversion price or other charge for conversion, and the conversion right has no expiration date and continues so long as such preferred share is outstanding.

(5) Not applicable.

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 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.