OMB APPROVAL \_\_\_\_\_

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## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

	Section 30(1)	of the investment co	mpany ACC OI 1940	
]	] Check box if no longer may continue. See Instr		6. Form 4 or Form 5 obl	igations.
1.	Name and Address of Rep	orting Person*		
	Brown	Robert	G.	
	(Last)	(First)	(Middle)	
	c/o SPAR Group, Inc. 580 White Plains Road			
		(Street)		
	Tarrytown	New York	10591	
	(City)	(State)	(Zip)	
 2.	Issuer Name and Ticker of SPAR Group, Inc. ("SGRP"			
3.	IRS Identification Numbe	er of Reporting Perso	n, if an Entity (Volunt	ary)
4.	Statement for Month/Day	/Year		
	March 7, 2003			
5.				
6.	Relationship of Reporti (Check all applicable)	ng Person to Issuer		
	[X] Director [X] Officer (give title	•	] 10% Owner ] Other (specify below	7)
	Chairman, Ch.	ief Executive Officer	and President	
7.	Individual or Joint/Gro	up Filing (Check appl	icable line)	
	[X] Form filed by one [ ] Form filed by more	than one Reporting P		

\_\_\_\_\_\_

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\_\_\_\_\_\_

1. Title of Security (Instr. 3)	(mm/dd/yy)	(mm/dd/yy)	Code V	Securities Disposed (Instr. 3)	of (D) , 4 and  (A) or (D)	ed (A) or 5) Price	Owned Follow- ing Reported Transactions (Instr. 3 and 4)		Ownership (Instr. 4)
Common Stock, \$.01 par value	3/7/03		P	1,000	A	\$3.55		I	(1)
Common Stock, \$.01 par value	3/7/03		P	1,000	A	\$3.55		I	(1)
Common Stock, \$.01 par value	3/7/03		P	1,000					
Common Stock, \$.01 par value							2,109,250	I	(1) (2) (3)
Common Stock, \$.01 par value							6,219,282	D	

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(Over)

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)	Secur-	3. Trans- action Date (Month/	3A. Deemed Execution Date, if any (Month/Day Year)	action Code (Instr. 8)	or Dispose of (D) (Instr. 3 4 and 5)	e (A) ed	and Expirati (Month/D	on Date pay/Year) Expira-		ying s and 4)  Amount or Number of	8. Price of Deriv- ative Secur- ity (Instr.	9. Number of Derivative Securities Beneficially Owned Following Transactions (Instr. 4)	(D) or In- direct (I)	ship
Option to buy Common Stock	\$1.30						(4)	8/2/11	Common Stock, \$.01 par value	95 <b>,</b> 747 (5)			D	
Option to buy Common Stock							(6)	8/2/11	Common Stock, \$.01 par value				D	
Option to buy Common Stock	\$1.43						(7)	8/2/11	Common Stock, \$.01 par value	191,493			D	
Option to buy Common Stock									Common Stock, \$.01 par value			478,733	D	

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

Explanation of Responses:

(1) Owned as Trustee under Defined Benefit Pension Trust of SP/R, Inc. (f/k/a)

- $\ensuremath{\mathsf{SPAR}}/\ensuremath{\mathsf{Burgoyne}}$  . Inc), under which the Reporting Person is the sole beneficiary.
- (2) Owned as Trustee under Grantor Trust I of Robert G. Brown Dated March 22, 1999, for the benefit of Reporting Person's children.
- (3) Owned as Trustee under Grantor Trust II of Robert G. Brown Dated March 22, 1999, for the benefit of Reporting Person's children.
- (4) Vests as to 95,747 shares on August 2, 2003.
- (5) 382,986 option shares were granted on August 2, 2001; 287,239.5 shares have vested and been exercised;
- (6) All Shares become immediately vested and exercisable when the fair market value of shares is \$10.00.
- (7) Shares are eligible to vest in five equal vesting periods through each of December 31, 2001, 2002, 2003, 2004 and 2005. For each period, Twenty percent of the options may become vested and exercisable if the fair market value of the shares equals at least \$10.00 at some time such during period. On January 1, 2006 through August 2, 2006, all options which did not vest during the earlier vesting periods will become immediately exercisable if the fair market value of the shares, at any time during this seven month period, equals no less than \$10.00.

/s/ James Segreto 3/10/03 -----\*\*Signature of Reporting Person Date

\*\*Signature of Reporting Person
James Segreto, as attorney-in-fact under Power
of Attorney Grant and Confirming Statement
dated November 7, 2002.

- \* If the form is filed by more than one reporting person, see Instruction  $4\,\mathrm{(b)}\,\mathrm{(v)}$  .
- \*\* 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.

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