

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* FRANCO PATRICIA (Last) (First) (Middle) C/O SPAR GROUP INC 580 WHITE PLAINS ROAD (Street) TARRYTOWN NY 10591 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice-President
	3. Date of Earliest Transaction (Month/Day/Year) 05/18/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Option to buy Common Stock	\$2.39	05/18/2004		P	25,000		(I)	03/31/2014	Common Stock, \$.01 par value	25,000	\$2.39	188,500	D ⁽²⁾	

Explanation of Responses:

- Vests as to 6,250 shares each on 3/31/2005, 3/31/2006, 3/31/2007 and 3/31/2008.
- The reporting person erroneously filed an Initial Statement of Beneficial Ownership on Form 3 on March 30, 2004 in which it was reported that there was a grant of options to purchase an aggregate of 163,500 shares of common stock and a grant of 25,000 which had not in fact occurred. The grant of options to purchase 25,000 shares of common stock was on May 18, 2004 and is reported on this Amendment to the Initial Statement of Beneficial Ownership on Form 3. As of May 18, 2004, the reporting person holds options to purchase an aggregate of 188,500 shares of common stock.

James Segreto, as attorney-in-fact under POA Grant and Confirming Statement dated March 4, 2004. 05/20/2004

** Signature of Reporting Person Date

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

* 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).

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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