UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 12B-25

Commission File Number []

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 11-K Form 20-F |X| Form 10-Q Form N-SAR
For Period Ended: March 31, 2005
[] Transition Report on Form 10-K
[] Transition Report on Form 20-F
[] Transition Report on Form 11-K
[] Transition Report on Form 10-Q
[] Transition Report on Form N-SAR
For the Transition Period Ended:

Read attached instruction sheet before preparing form. Please print or type.

NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS VERIFIED ANY INFORMATION CONTAINED HEREIN.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I -- REGISTRANT INFORMATION

Full Name of Registrant: SPAR Group, Inc.

Former Name if Applicable:

Address of Principal Executive Office (Street and number): 580 White Plains Road

City, state and zip code: Tarrytown, New York 10591

PART II -- RULES 12B-25(B) AND (C)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;(b) The subject annual report, semi-annual report, transition report on
- Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be
- [X] filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
 - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III -- NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 could not be filed within the prescribed time period because the Registrant has not finalized all of its accounting matters due to substantial time devoted to recent business issues. As a result, the financial statements of the Registrant for the quarter ended March 31, 2005 and the notes thereto, have not yet been completed.

PART IV -- OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

Charles Cimitile		914	332-4100	
	(Name)	(Area Code)	(Telephone	Number)
			YES	No
(2)	Have all other periodic under Section 13 or 15(d) Exchange X Act of 1934 or Investment Company Act of preceding 12 months or period that the registrant file such report(s) been fi no, identify report(s).	of the Securities Section 30 of the 1940 during the for such shorter was required to	[X]	[_]
(3)	Is it anticipated that any s in results of operati corresponding YES No perio fiscal year will be reflecte statements to be included i report or portion thereof?		YES	No
		od for the last ed by the earnings	[X]	[_]
	If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of results cannot be made. See Attachment A			
		SPAR Group, Inc.		
	(Name of Regis	trant as Specified in Charter		
	caused this notification unto duly authorized.	to be signed on its behalf	by the und	dersigned
Date	May 16, 2005 By: /s/ Charles Cimitile			
		Charles Cimitile, Chief	Financial (Dfficer
by an sign: state (othe	ny other duly authorized r ing the form shall be typ ement is signed on behalf of er than an executive officer	ned by an executive officer of epresentative. The name and bed or printed beneath the the registrant by an authori c), evidence of the representa- s shall be filed with the form	title of th signature. ized repres ative's auth	ne person . If the sentative
		ATTENTION		
II		omissions of fact constitute ons (See 18 U.S.C. 1001).	Federal Cri	iminal

ATTACHMENT A

PART IV - OTHER INFORMATION

The Registrant anticipates reporting that the results of operations for the fiscal quarter ended March 31, 2005 have significantly changed in comparison with the results of operations for the fiscal quarter ended March 31, 2004. For further details respecting the Registrant's improved performance, please see the Registrant's Periodic Report on Form 8-K dated May 5, 2005 filed with the U.S. Securities and Exchange Commission on May 10, 2005 respecting the earnings press release for the first quarter ended March 31, 2005.