

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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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* <u>Raymond Gary S</u> (Last) (First) (Middle) C/O SPAR GROUP INC 560 WHITE PLAINS ROAD, SUITE 210 (Street) TARRYTOWN NY 10591 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPAR GROUP INC [SGRP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2010</u>	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$.01 par value							50,200 ⁽¹⁾	D	

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						
Option to buy Common Stock ⁽⁷⁾	\$0.85	08/06/2009		4J ⁽²⁾		1	11/06/2009	11/06/2018	Common Stock, \$.01 par value	50,000	(8)	5	D	
Option to buy Common Stock ⁽⁶⁾	\$0.76	08/06/2009		4J ⁽²⁾		1	11/08/2008	11/08/2017	Common Stock, \$.01 par value	50,000	(8)	5	D	
Option to buy Common Stock ⁽⁷⁾	\$0.4	08/06/2009		4A ⁽³⁾		2	(4)	08/06/2019	Common Stock, \$.01 par value	100,000	(8)	5	D	
Option to buy Common Stock ⁽⁷⁾	\$0.4	08/06/2009		4A		1	(5)	08/06/2019	Common Stock, \$.01 par value	60,000	(8)	5	D	
Option to buy Common Stock ⁽⁷⁾	\$1						08/05/2011	08/05/2020	Common Stock, \$.01 par value	60,000		5 ⁽¹⁾	D	
Option to buy Common Stock ⁽⁶⁾	\$0.91						05/31/2008	05/31/2017	Common Stock, \$.01 par value	100,000		5 ⁽¹⁾	D	

Explanation of Responses:

1. Beneficial ownership of such shares or options at December 31, 2010.
2. Options were voluntarily surrendered to the issuer for cancellation and exchanged on a share-for-share basis for the new options described in footnote (3) below pursuant to the issuer's Offer to Exchange Certain Outstanding Stock Options for New Stock Options dated August 24, 2009, as filed with the SEC in our Schedule TO on August 25, 2009.
3. Options received from the issuer for the options voluntarily surrendered to it for the cancellation and exchange described in footnote (2) above.
4. Vests and becomes exercisable as to 25,000 shares each on 8/6/2010, 8/6/2011, 8/6/2012 and 8/6/2013.
5. Vests and becomes exercisable as to 15,000 shares each on 8/6/2010, 8/6/2011, 8/6/2012 and 8/6/2013.
6. Option to buy the issuer's Common Stock pursuant to its 2000 Stock Option Plan, as amended.
7. Option to buy the issuer's Common Stock pursuant to its 2008 Stock Compensation Plan, as amended.
8. Not applicable.

Remarks:

[/s/ James Segreto, as attorney-](#)
[in-fact under Power of](#)
[Attorney Grant & Confirming 02/14/2011](#)
[Statement dated November 30,](#)
[2007.](#)

** 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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