

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 28, 2004

SPAR Group, Inc.

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(Exact Name of Registrant as Specified in Charter)

Delaware ----- (State or Other Jurisdiction of Incorporation)	0-27824 ----- (Commission File No.)	33-0684451 ----- (IRS Employer Identification No.)
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580 White Plains Road, Tarrytown, New York ----- (Address of Principal Executive Offices)	10591 ----- (Zip Code)
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Registrant's telephone number, including area code: (914) 332-4100

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The common stock, par value \$.01 per share (the "Common Stock"), of SPAR Group, Inc. (the "Company"), commenced trading on the NASDAQ Small Cap Market as of September 29, 2004. The Common Stock, which was trading on the NASDAQ National Market, will continue to trade under the ticker symbol SGRP on the NASDAQ Small Cap Market.

On September 28, 2004, the Company issued as press release, attached to this Current Report on Form 8-K (the "Report") as Exhibit 99.1, reporting that it had received the Notice and the response anticipated by the Company.

The information in this Report, including the exhibit, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. It shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(a) Exhibits  
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99.1 Press Release dated September 28, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 29, 2004

SPAR Group, Inc.

By: /s/ Charles Cimitile

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Name: Charles Cimitile  
Title: Chief Financial Officer

Exhibit Index

Exhibit No. -----	Description -----
99.1	Press Release dated September 28, 2004

[PONDEL WILKINSON LETTERHEAD]

CONTACTS: Charles Cimitile  
Chief Financial Officer  
SPAR Group, Inc.  
(914) 332-4100

NEWS  
RELEASE

Roger S. Pondel  
PondelWilkinson Inc.  
(310) 279-5980

SPAR SECURITIES TO BEGIN TRADING  
ON NASDAQ SMALLCAP MARKET SEPTEMBER 29

TARRYTOWN, NY -- September 28, 2004 -- SPAR Group, Inc. (Nasdaq:SGRP) said today it has received notification from Nasdaq that the company's application for listing its securities on the Nasdaq SmallCap Market has been approved. The company's securities will begin trading on the Nasdaq SmallCap Market on September 29, 2004, and will continue to be traded under the ticker symbol SGRP. The company's securities previously traded on the Nasdaq National Market.

SPAR Group, Inc. is a diversified international marketing services company, providing a broad array of productivity enhancing products and services to help Fortune 1000 companies improve their sales, operating efficiency and profits. The company provides in-store merchandising, in-store demonstrations, technology and research to manufacturers and retailers covering all product classifications and all classes of trade, including mass market, drug store, convenience store and grocery chains, throughout the United States and internationally.

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