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

FORM 5

ANNUAL 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

- Check box if no longer subject to  
Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).  
 Form 3 Holdings Reported  
 Form 4 Transactions Reported

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1. Name and Address of Reporting Person\*

Aders Robert O.  
-----  
(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 or Trading Symbol

SPAR Group, Inc. ("SGRP")  
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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

December, 2002  
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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person to Issuer  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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7. Individual or Joint/Group Filing  
(Check applicable line)

Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

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, \$0.01 par value							50,000	D	
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\*If the form is filed by more than one reporting person see instruction 4(b)(v).

(Over)  
SEC 2270 (3-99)

FORM 5 (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)	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Ownership Form of Derivative Security at End of Year (Instr. 4)	10. Ownership Form of Derivative Security (Instr. 4)	11. Nature of Indirect or Beneficial Ownership (Instr. 4)
					(A)	(D)	Exercisable Date	Expiration Date					

Option to buy Common Stock	\$0.01						Immed.	12/31/12	Common Stock, \$0.01 par value	791		D	
Option to buy Common Stock	\$0.01	09/30/02		A4	1,179		Immed.	09/30/12	Common Stock, \$0.01 par value	1,179		D	
Option to buy Common Stock	\$2.24	07/08/02		A	2,500	(1)	07/08/12	07/08/12	Common Stock, \$0.01 par value	2,500		D	
Option to buy Common Stock	\$0.01	06/28/02		A	1,111		Immed.	06/28/12	Common Stock, \$0.01 par value	1,111		D	
Option to buy Common Stock	\$0.01	3/28/02		A	1,117		Immed.	3/28/12	Common Stock, \$0.01 par value	1,117		D	
Option to buy Common Stock	\$0.01	12/31/01		A	1,405		Immed.	12/31/11	Common Stock, \$0.01 par value	1,405		D	

Option to buy Common Stock	\$0.01	11/01/01	A	10,566	Immed.	11/01/11	Common Stock, \$0.01 par value	10,566	D
Option to buy Common Stock	\$1.30	08/02/01	A	10,000	(2)	08/02/11	Common Stock, \$0.01 par value	10,000	D
Option to buy Common Stock	\$1.30	08/02/01	A	2,500	Immed.	08/02/11	Common Stock, \$0.01 par value	2,500	D
Option to buy Common Stock	\$1.2188	07/08/00	A	1,500	(3)	07/08/10	Common Stock, \$0.01 par value	1,500	D
Option to buy Common Stock							Common Stock, \$0.01 par value	32,669	D

Explanation of Responses:

- (1) Vests as to 2,500 shares on July 8, 2003.
- (2) 7,500 shares immediately exercisable; Vests as to 2,500 shares on August 2, 2003.
- (3) 750 shares immediately exercisable; Vests as to 375 shares on each of July 8, 2003 and 2004.

/s/ Lawrence David Swift

2/13/03

Lawrence David Swift,  
as attorney-in-fact under  
Power of Attorney Grant and  
Confirming Statement  
dated November 7, 2002.

Date

\* 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.