

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     Form 10-Q    Form N-SAR

For Period Ended:            June 30, 2004  
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- 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 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
- [X]            (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 June 30, 2004 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 June 30, 2004 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
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(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).	YES	NO
	X	

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?	YES	NO
		[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.

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SPAR Group, Inc.  
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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date August 16, 2004

By: /s/ Charles Cimitile

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Charles Cimitile, Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

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Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).  
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