
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

1. Name and Address of Reporting Person*

Off	George	W.
(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")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

December, 2002

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

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

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

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, \$.01 par value							6,500	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 at End of Year (Instr. 4)	9. Ownership Form of Derivative Security (Instr. 4)	10. Ownership Form of Derivative Security (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
					(A)	(D)	Exercisable Date	Expiration Date					
Option to buy Common Stock	\$.01						Immed.	12/31/12	Common Stock, \$.01 par value	791		D	
Option to buy Common Stock	\$.01	09/30/02		A4	1,179		Immed.	09/30/12	Common Stock, \$.01 par value	1,179		D	
Option to buy Common Stock	\$2.26	07/01/02		A	2,500		07/01/03	07/01/12	Common Stock, \$.01 par value	2,500		D	
Option to buy Common Stock	\$.01	06/28/02		A	1,111		Immed.	06/28/12	Common Stock, \$.01 par value	1,111		D	
Option to buy Common Stock	\$.01	03/28/02		A	1,117		Immed.	03/28/12	Common Stock, \$.01 par value	1,117		D	
Option to buy Common Stock	\$.01	12/31/01		A	1,405		Immed.	12/31/11	Common Stock, \$.01 par value	1,405		D	

Option to buy Common Stock	\$.01	11/1/01	A	1,180	Immed.	11/1/11	Common Stock, \$.01 par value	1,180	D
Option to buy Common Stock	\$.95	06/22/01	A	10,000	Immed.	06/22/11	Common Stock, \$.01 par value	10,000	D
Option to buy Common Stock							Common Stock, \$.01 par value	19,283	D

Explanation of Responses:

/s/ George W. Off

2/13/03

**Signature of Reporting Person

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.