

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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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* <b>BROWN ROBERT G/</b>  (Last) (First) (Middle) <b>C/O SPAR GROUP INC</b> <b>560 WHITE PLAINS ROAD, SUITE 210</b>  (Street) <b>TARRYTOWN NY 10591</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SPAR GROUP INC [ SGRP ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><b>CHAIRMAN</b></p>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2010</b>	
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							6,033,352 <sup>(1)</sup>	D	
Common Stock, \$.01 par value							902,469 <sup>(1)</sup>	I	Footnote: <sup>(2)</sup>
Common Stock, \$.01 par value							283,781 <sup>(1)</sup>	I	401 (k) Plan
Common Stock, \$.01 par value							67,776 <sup>(1)</sup>	I	Spouse's 401 (k) Plan
Common Stock, \$.01 par value	11/29/2010		J4 <sup>(3)</sup>	1,800,000	D	<sup>(5)</sup>	0	I	Footnote: <sup>(3)</sup>

**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					
Series A Preferred Stock	(1)(4)						(4)	(4)	Common Stock, \$.01 par value	338,801	338,801	I	Footnote: <sup>(2)</sup>

**Explanation of Responses:**

- Beneficial ownership of such shares as December 31, 2010.
- Beneficially owned as a beneficiary under the SP/R, Inc. Defined Benefit Pension Trust.
- On November 29, 2010, the reporting person as trustee of the Grantor Trust I of Robert G. Brown Dated March 22, 1999, distributed the trust to its beneficiaries in accordance with its terms. Each beneficiary is not an affiliate of the company, and no one beneficiary held more than 5% of SGRP's Common Stock upon receipt of this trust distribution.
- Each share of Series A Preferred Stock is convertible at any time in accordance with its terms into one share of SGRP's Common Stock upon receipt of a conversion request from the holder in his discretion. There is no conversion price or other charge for conversion, and the conversion right has no expiration date and continues so long as such preferred share is outstanding.
- Not applicable.

**Remarks:**

/s/ James Segreto, as attorney-  
in-fact under Power of  
Attorney Grant & Confirming 02/14/2011  
Statement dated November 7,  
2002.

\*\* 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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