FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL             |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| haura nar raananaa       | 0.5       |  |  |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*  PARTRIDGE JACK W    |  |  |   |          | SP/                                    | 2. Issuer Name and Ticker or Trading Symbol SPAR GROUP INC [SGRP] |         |     |   |                 |   |  |                                       |  |  | ship of Reporting P<br>applicable)<br>irector |  | erson(s) to Is   |   |  |
|---|--|--|---|----------|--|---|---------|-----|---|-----------------|---|--|---------------------------------------|--|--|---|--|--|---|--|
| (Last)  | `  | ,  | Middle)   |          |  | 3. Date of Earliest Transaction (Month/Day/Year) 05/27/2010       |         |     |   |                 |   |  |                                       |  | Officer (give title below)   |   |  | Other (<br>below)  | specify   |  |
| C/O SPAR GROUP, INC<br>560 WHITE PLAINS ROAD, SUITE 210       |  |  |   |          |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)          |         |     |   |                 |   |  |                                       | Individual or Joint/Group Filing (Check Applicable Line) |  |   |  |  |   |  |
| (Street) TARRYTOWN NY 10591                                   |  |  |   |          |  |   |         |     |   |                 |   |  |                                       |  | X Form filed by One Reporting Person  Form filed by More than One Reporting  Person                                  |   |  |  |   |  |
| (City)  | (Si  | tate) (                                    | Zip)  |          |  |   |         |     |   |                 |   |  |                                       |  |  |   |  |  |   |  |
|   |  | Tab  | le I - N  | on-Deriv | ative S                                | Sec   | urities | Ac  | quired, D                                   | isp             | osed o  | of, or Be                              | enefici                               | ally   | Owne   | d   |  |  |   |  |
| 1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day |  |  |   |          |  | Execution Date,   |         |     | Transaction Disposi<br>Code (Instr. and 5)  |                 |   | ed Of (D) (Instr. 3, 4                 |                                       |  | 5. Amo<br>Securit<br>Benefic<br>Owned<br>Follow  | ties Fo<br>cially (D)                         |  | m: Direct  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |  |  |   |          |  |   |         |     | Code  | v               | Amoun   | Amount (A) or (D)                      |                                       | e  | Reported Transaction(s) (Instr. 3 and 4)   |   | (IIIS  | u. 4)  | (111501 . 4)  |  |
|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |   |          |  |   |         |     |   |                 |   |  |                                       |  |  |   |  |  |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)           | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |          | 4.<br>Transaction<br>Code (Instr<br>8) |   | on of   |     | 6. Date Exer<br>Expiration C<br>(Month/Day/ |                 | and 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) |  | 8. Price of Derivat Securit (Instr. : |  | 9. Number<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4) | Owners Form: Direct ( or Indi (I) (Inst       | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |  |
|   |  |  |   |          | Code                                   | v   | (A)     | (D) | Date<br>Exercisable                         | Ex <sub>l</sub> | piration<br>te  | Title                                  | Amoun<br>or<br>Numbe<br>of<br>Shares  |  |  |   |  |  |   |  |
| Options to<br>buy<br>Common<br>Stock                          | \$0.83   | 05/27/2010                                 |   |          | A                                      |   | 10,000  |     | 05/27/2011                                  | 05/             | 27/2020   | Common<br>Stock,<br>\$.01 par<br>value | 10,00                                 | ) :  | \$0.83   | 148,051                                       |  | D  |   |  |

**Explanation of Responses:** 

James Segreto, as attorney-infact under Power of Attorney 08/09/2010 **Grant and Confirming** Statement dated November 7,

<u>2002</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).