BROWN ROBERT G/

Form 5

Stock, \$.01 par

February 14, 2011

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BROWN ROBERT G/** Symbol SPAR GROUP INC [SGRP] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director _X__ 10% Owner _X__ Officer (give title Other (specify 12/31/2010 below) below) C/O SPAR GROUP INC, 560 **CHAIRMAN** WHITE PLAINS ROAD, SUITE 210 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) TARRYTOWN, NYÂ 10591 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Common 6,033,352 Stock, Â Â Â Â Â Â Â D (1) \$.01 par value Â Â Â Â Â Â Common $902,469 \frac{(1)}{}$ I Footnote:

(2)

4	
val	110

Common Stock, \$.01 par value	Â	Â	Â	Â	Â	Â	283,781 (1)	I	401 (k) Plan
Common Stock, \$.01 par value	Â	Â	Â	Â	Â	Â	67,776 <u>(1)</u>	I	Spouse's 401 (k) Plan
Common Stock, \$.01 par value	11/29/2010	Â	J4 <u>(3)</u>	1,800,000	D	\$ <u>(5)</u>	0	I	Footnote: (3)

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

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SEC 2270 (9-02)

8. Property Section (Institute)

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)		ate	7. Title and Underlying (Instr. 3 and	Securities 1
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	Â	Â	Â	Â	Â	(4)	(4)	Common Stock, \$.01 par value	338,801

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		
BROWN ROBERT G/						
C/O SPAR GROUP INC	î v	î v	CHAIRMAN	â		
560 WHITE PLAINS ROAD, SUITE 210	АЛ	АЛ	A CHAIRMAN	A		
TARRYTOWN, NY 10591						

Reporting Owners 2

Signatures

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

02/14/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Beneficial ownership of such shares at December 31, 2010.
- (2) 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 (3) trust to its beneficiaries in accordance with its terms. Each beneficiary is not an affiliate of the company, and no one beneficiary held
- (3) 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
- (4) 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.
- (5) Not applicable.

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.

Signatures 3