SPAR GROUP INC Form 4 September 04, 2002

C	MB APPROVAL	
OMB Number	3235-02	87
Expires:	January	31, 2005
Estimated	average bur	den
hours per	response	0

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

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

	Section 1/(a) of the Pu. Section 30(f) o	blic Utility Holding f the Investment Comp		
[]	Check box if no longer somay continue. See Instruc		Form 4 or Form	5 obligations
1.	Name and Address of Repor	ting Person*		
	Brown	Robert	G.	
	(Last)	(First)	(Middle)	
	c/o SPAR Group, Inc. 580 White Plains Road			
		(Street)		
	Tarrytown	New York	11591	
	(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			
	August 30, 2002			
5.	If Amendment, Date of Ori	ginal (Month/Year)		

Relationship of Reporting Person to Issuer (Check all applicable)

[X] Director [X] 10% Owner

[X] Officer (give title below) [X] Other (specify below)

Chairman, Chief Executive Officer and President

- 7. Individual or Joint/Group Filing (Check applicable line)
 - [X] 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

			Execution		I n	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
Title of		2. Date, if any Date (mm/dd/yy) (mm/dd/yy)	any (mm/dd/yy)	(Instr. 8)	_		(A) or	Price	Owned of Mon (Instr and 4)
_	par value	8/29/02					А		
Common S		8/29/02		P		100	А	\$2.449	
Common S		8/29/02		Р		100			
	par value			P		200		\$2.479	
Common S	Stock par value			P		300	А	\$2.30	
Common S	Stock par value								2,076,
Common S									6,219,

Page 1 of 2

(Over)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2. Conversion or Exercise Price	3. Trans-	3A. Deemed	4. Trans-	5. Number of Derivative Securities Acquired (A) or Disposed		6. Date Exercisable and Expiration Date (Month/Day/Year)		(Instr. 3 and 4)	
1. Title of Derivative Security (Instr. 3)	of Deriv- ative Secur-	action Date (Month/ Day/	Execution Date, if any	Code (Instr. 8)	of(D) (Instr 4 and	. 3, 5)	Date Exer-	Expira- tion	Title	Amount or Number of Shares
========					======					

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

Explanation of Responses:

- (1) Owned as Trustee under Defined Benefit Pension Trust of SP/R, Inc. (f/k/a SPAR/Burgoyne, Inc).
- (2) Owned as Trustee under Grantor Trust I of Robert G. Brown dated March 22, 1999, for the benefit of Reporting Person's children.

- (3) Owned as Trustee under Grantor Trust II of Robert G. Brown dated March 22, 1999, for the benefit of Reporting Person's children.
- (4) Owned directly by Robert G. Brown. Includes 95,741 shares issuable upon the exercise of options that are either currently exercisable or exercisable within 60 days of this filing.

/s/Lawrence David Swift

09/04/2002

Date

**Signature of Reporting Person Lawrence David Swift, as attorney-in-fact under Confirming Statement dated July 15, 1999.

- * If the form is filed by more than one reporting person, see Instruction $4\left(b\right)\left(v\right)$.
- ** 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.

Page 2 of 2