ADERS ROBERT O Form 5 February 14, 2003

		OMB APPROVAL	. 1.0				
		OMB Number 3235-03 Expires: January 31, 20 Estimated average burden hours per response 1	05				
	ECURITIES AND EXC SHINGTON, D.C. 20	CHANGE COMMISSION 0549					
	FORM 5						
ANNUAL STATEMENT	OF CHANGES IN BE	ENEFICIAL OWNERSHIP					
	lic Utility Hold	rities Exchange Act of 1934, ing Company Act of 1935 or Company Act of 1940					
[] Check box if no longer sub: Section 16. Form 4 or Form may continue. See Instruct: [] Form 3 Holdings Reported [X] Form 4 Transactions Reporte	5 obligations ion 1(b).						
l. Name and Address of Report	ing Person*						
Aders	Robert	0.					
(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 T							
3. IRS Identification Number of	of Reporting Pers	son, if an Entity (Voluntary)					
4. Statement for Month/Year  December, 2002							

If Amendment, Date of Original (Month/Year)

6.	Relationship (			Person to Is:	 suer					-		
	[X] Director		e title bo	elow)		[] 10% C		r pecify belo	w)			
7.		able ed b	line) y one Repo	Filing  orting Person  an one Repor		Porson				-		
										-		
===		====		Beneficially					======	=		
		2.	Trans-action	Execution Date, if		Code		Securities Disposed of (Instr. 3,	f (D) 4 and 5)	)	5.	Amour Secur Benes Owned
1.	Title of Security (Instr. 3)		(Month/ Day/ Year)	Day/ Year)		(Instr.8)			(A) or (D)	Price		Fisca Year 3 and
	mon Stock, 1 par value											50,00
*If	the form is fil	led	by more th	nan one repo	rtin	g person s	ee	instruction				
								SEC 22	(Over) 70 (3-99)			

#### FORM 5 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

\_\_\_\_\_\_

	Price of Deriv- ative Secur-	3. Trans- action Date (Month/ Day/	Deemed Execution Date, if any	Trans- action Code (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)(A) (D)	Date Exercise Expirate (Month/I Date Exer-	able and ion Date Day/Year) Expira- tion	7. Title and of Underl Securitie (Instr. 3	es 3 and 4) Amount or Number of
Option to buy Common Stock						Immed.	12/31/12	Common Stock, \$.01 par value	791
Option to buy Common Stock	\$.01	09/30/02	2	A4	1,179	Immed.	09/30/12	Common Stock, \$.01 par value	1,179
Option to buy Common Stock		07/08/02	?	A	2,500	(1)	07/08/12	Common Stock, \$.01 par value	2,500
Option to buy Common Stock	\$.01	06/28/02	?	A	1,111	Immed.	06/28/12	Common Stock, \$.01 par value	1,111
Option to buy Common Stock		3/28/02		А	1,117	Immed.	3/28/12	Common Stock, \$.01 par value	1,117
Option to buy Common Stock	\$.01	12/31/01		А	1,405	Immed.	12/31/11	Common Stock, \$.01 par value	1,405
Option to buy Common Stock	\$.01	11/01/01		A	10,566	Immed.	11/01/11	Common Stock, \$.01 par value	10,566

Common

buy Common Stock \$ Option to	1.2188	07/08/00	A 	1,500	(3)	07/08/10	value Common Stock,	1,500
Option to							Common Stock, \$.01 par	
Option to buy Common Stock	\$1.30	08/02/01	А	2,500	Immed.	08/02/11	Common Stock, \$.01 par value	2 <b>,</b> 500
Option to buy Common Stock	\$1.30	08/02/01	А	10,000	(2)	08/02/11	Stock, \$.01 par value	10,000

#### Explanation of Responses:

- (1) Vests as to 2,500 shares on July 8, 2003.
- (2) 7,500 shares immediately exercisable; Vests as to 2,500 shares on August 2,2003.
- (3) 750 shares immediately exercisable; Vests as to 375 shares on each of July 8, 2003 and 2004.

# /s/ Lawrence David Swift 2/13/03 Lawrence David Swift, Date as attorney-in-fact under Power of Attorney Grant and Confirming Statement dated November 7, 2002.

- \* If the form is filed by more than one Reporting Person, see Instruction  $4\,\mbox{(b)}\,\mbox{(v)}\,.$
- \*\* 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.

Page 2