

Edgar Filing: BROWN ROBERT G/ - Form 5

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Form 5
February 14, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 5

ANNUAL 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

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Brown	Robert	G.
(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 Trading Symbol

SPAR Group, Inc. ("SGRP")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

December, 2002

5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman, Chief Executive Officer and President

7. Individual or Joint/Group Filing
(Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any Month/ Day/ Year)	3. Trans- action Code (Instr.8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount Secur Benef Owned of Is Fisca Year 3 and
				Amount	(A) or (D)	Price	
Common Stock, \$.01 par value	11/15/02		P4	150	A	\$2.59	
Common Stock, \$.01 par value	11/15/02		P4	4,500	A	\$2.60	
Common Stock, \$.01 par value	11/18/02		P4	4,650	A	\$2.60	
Common Stock, \$.01 par value							2,102
Common Stock, \$.01 par value							6,219

*If the form is filed by more than one reporting person see instruction 4 (b) (v).

(Over)
SEC 2270 (3-99)

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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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/Day Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Option to buy Common Stock	\$1.30					(4) 08/02/11	Common Stock, \$.01 par value 95,747 (
Option to buy Common Stock	\$1.30					(6) 08/02/11	Common Stock, \$.01 par value 191,493
Option to buy Common Stock	\$1.43					(7) 08/02/11	Common Stock, \$.01 par value 191,493
Option to buy Common Stock							Common Stock, \$.01 par value

Explanation of Responses:

- (1) Owned as Trustee under Defined Benefit Pension Trust of SP/R, Inc. (f/k/a SPAR/Burgoyne, Inc.), under which the Reporting Person is the sole beneficiary.
- (2) Reflects the transfer of an aggregate total of 52,700 shares during the period of November 19, 2002 through December 9, 2002 from the Reporting Person's direct ownership account to Defined Benefit Pension Trust of SP/R, Inc. (f/k/a SPAR/Burgoyne, Inc.), for the sole benefit of the Reporting Person.
- (3) Owned as Trustee under Grantor Trust I of Robert G. Brown Dated March 22, 1999, for the benefit of Reporting Person's children.
- (4) Owned as Trustee under Grantor Trust II of Robert G. Brown Dated March 22, 1999, for the benefit of Reporting Person's children.
- (5) Vests as to 95,747 shares on August 2, 2003.
- (6) 382,986 option shares were granted on August 2, 2001; 287,239.5 shares have vested and been exercised;

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- (7) All Shares become immediately vested and exercisable when the fair market value of shares is \$10.00.
- (8) Shares are eligible to vest in five equal vesting periods through each of December 31, 2001, 2002, 2003, 2004 and 2005. For each period, Twenty percent of the options may become vested and exercisable if the fair market value of the shares equals at least \$10.00 at some time such during period. On January 1, 2006 through August 2, 2006, all options which did not vest during the earlier vesting periods will become immediately exercisable if the fair market value of the shares, at any time during this seven month period, equals no less than \$10.00.

/s/ Robert G. Brown

2/13/03

**Signature of Reporting Person

Date

* 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 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.

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