

BROWN ROBERT G/  
Form 4  
February 02, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BROWN ROBERT G/

2. Issuer Name and Ticker or Trading Symbol  
SPAR GROUP INC [SGRP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O SPAR GROUP INC, 560  
WHITE PLAINS ROAD, SUITE  
210

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2011

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

(Street)  
TARRYTOWN, NY 10591

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$.01 par value   | 01/31/2011                           |  | J <sup>(1)</sup>               | 1,800,000 D <sup>(2)</sup>  | 429,912 <sup>(3)</sup>  | I  | Footnote: <sup>(4)</sup>                              |

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

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SEC 1474 (9-02)

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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. 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| BROWN ROBERT G/<br>C/O SPAR GROUP INC<br>560 WHITE PLAINS ROAD, SUITE 210<br>TARRYTOWN, NY 10591 | X             | X         | CHAIRMAN |       |

## Signatures

James Segreto, as attorney-in-fact under Power of Attorney Grant and Confirming Statement dated November 7, 2002 02/02/2011

\_\_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).
- On January 30, 2011, the reporting person (Robert G. Brown), trustee of the Grantor Trust of Robert G. Brown Dated March 22, 1999, distributed the shares of the issuer's stock held by this trust to its beneficiaries and dissolved the trust. The reporting person is not a beneficiary of such trust, those beneficiaries are not (to the knowledge of the reporting person) affiliates of the issuer, and without limiting any existing disclaimer, the reporting person hereby disclaims beneficial ownership of all such distributable stock.
- (1) distributed the shares of the issuer's stock held by this trust to its beneficiaries and dissolved the trust. The reporting person is not a beneficiary of such trust, those beneficiaries are not (to the knowledge of the reporting person) affiliates of the issuer, and without limiting any existing disclaimer, the reporting person hereby disclaims beneficial ownership of all such distributable stock.
  - (2) Not applicable, as there was no purchase or sale of such issuer's Common Stock.
  - (3) This total does not include shares directly owned by the reporting person.
  - (4) Such issuer stock was distributed by the Grantor Trust of Robert G. Brown Dated March 22, 1999, which trust was for the benefit of the reporting person's children.

Note: File three copies of this Form, one of which must be manually signed. If space 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.