

Edgar Filing: SPAR GROUP INC - Form 5

SPAR GROUP INC
Form 5
February 14, 2003

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                                OMB APPROVAL
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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*

Off	George	W.
-----	-----	-----
(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
- Officer (give title below)
- 10% Owner
- Other (specify below)

7. 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. 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 or Price	
Common Stock, \$.01 par value					6,500

*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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FORM 5 (CONTINUED)

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	\$.01					Immed.	12/31/12	Common Stock, \$.01 par value 791
Option to buy Common Stock	\$.01	09/30/02		A4	1,179	Immed.	09/30/12	Common Stock, \$.01 par value 1,179
Option to buy Common Stock	\$2.26	07/01/02		A	2,500	07/01/03	07/01/12	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	\$.01	03/28/02		A	1,117	Immed.	03/28/12	Common Stock, \$.01 par value 1,117
Option to buy Common Stock	\$.01	12/31/01		A	1,405	Immed.	12/31/11	Common Stock, \$.01 par value 1,405
Option to buy Common Stock	\$.01	11/1/01		A	1,180	Immed.	11/1/11	Common Stock, \$.01 par value 1,180
								Common

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Option to buy Common Stock	\$.95	06/22/01	A	10,000	Immed.	06/22/11	Stock, \$.01 par value	10,000
-----							Common Stock, \$.01 par value	
=====								
Option to buy Common Stock							Common Stock, \$.01 par value	
=====								

Explanation of Responses:

/s/ George W. Off

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.