

Edgar Filing: BROWN ROBERT G/ - Form 4/A

BROWN ROBERT G/  
Form 4/A  
September 06, 2002

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

FORM 4  
AMENDED

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 of Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

-----  
1. Name and Address of Reporting Person\*

|        |         |          |
|--------|---------|----------|
| Brown  | Robert  | G.       |
| (Last) | (First) | (Middle) |

c/o SPAR Group, Inc.  
White Plains Road

-----  
(Street)

|           |          |       |
|-----------|----------|-------|
| Tarrytown | New York | 10591 |
|-----------|----------|-------|

|        |         |       |
|--------|---------|-------|
| (City) | (State) | (Zip) |
|--------|---------|-------|

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2. Issuer Name and Ticker or Trading Symbol

SPAR Group, Inc. ("SGRP")

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

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4. Statement for Month/Year

September 6, 2002

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

August 31, 2002

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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

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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |         | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>of Mon<br>(Instr<br>and 4) |
|---------------------------------------|---|---|--|--|------------------|---------|---|
|                                       |   |   |  | Amount   | (A)<br>or<br>(D) | Price   |   |
| Common Stock,<br>par value \$.01      | 08/06/2002                              |   | P  | 200  | A                | \$2.29  |   |
| Common Stock,<br>par value \$.01      | 08/06/2002                              |   | P  | 300  | A                | \$2.29  |   |
| Common Stock,<br>par value \$.01      | 08/09/2002                              |   | P  | 300  | A                | \$2.29  |   |
| Common Stock,<br>par value \$.01      | 08/12/2002                              |   | P  | 200  | A                | \$2.309 |   |
| Common Stock,<br>par value \$.01      | 08/12/2002                              |   | P  | 200  | A                | \$2.30  |   |
| Common Stock,<br>par value \$.01      | 08/13/2002                              |   | P  | 300  | A                | \$2.31  |   |
| Common Stock,<br>par value \$.01      | 08/14/2002                              |   | P  | 200  | A                | \$2.32  |   |
| Common Stock,<br>par value \$.01      | 08/15/2002                              |   | P  | 300  | A                | \$2.34  |   |

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(Over)

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount (A) or Price (D) |   |         | 5.<br>Amount<br>Securi<br>Benefi<br>Owned<br>of Mon<br>(Instr<br>and 4) |
|---------------------------------------|---|---|--|--|---|---------|---|
| Common Stock,<br>par value \$.01      | 08/15/2002                              |   | P  | 200  | A | \$2.349 |   |
| Common Stock,<br>par value \$.01      | 08/19/2002                              |   | P  | 500  | A | \$2.15  |   |
| Common Stock,<br>par value \$.01      | 08/20/2002                              |   | P  | 300  | A | \$2.399 |   |
| Common Stock,<br>par value \$.01      | 08/20/2002                              |   | P  | 500  | A | \$2.28  |   |
| Common Stock,<br>par value \$.01      | 08/20/2002                              |   | P  | 200  | A | \$2.399 |   |
| Common Stock,<br>par value \$.01      | 08/21/2002                              |   | P  | 100  | A | \$2.40  |   |
| Common Stock,<br>par value \$.01      | 08/21/2002                              |   | P  | 200  | A | \$2.32  |   |
| Common Stock,<br>par value \$.01      | 08/22/2002                              |   | P  | 200  | A | \$2.34  |   |
| Common Stock,<br>par value \$.01      | 08/23/2002                              |   | P  | 300  | A | \$2.34  |   |
| Common Stock,<br>par value \$.01      | 08/23/2002                              |   | P  | 100  | A | \$2.349 |   |
| Common Stock,<br>par value \$.01      | 08/26/2002                              |   | P  | 400  | A | \$2.35  |   |
| Common Stock,<br>par value \$.01      | 08/26/2002                              |   | P  | 500  | A | \$2.40  |   |
| Common Stock,<br>par value \$.01      | 08/27/2002                              |   | P  | 200  | A | \$2.449 |   |
| Common Stock,<br>par value \$.01      | 08/28/2002                              |   | P  | 500  | A | \$2.30  |   |

2,076

FORM 4 (continued)

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

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(Month/Day<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable<br>and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date     Expira-<br>Exer-     tion<br>cisable     Date |  | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|--|--|--|--|--|--|
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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

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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.
- (5) Reflects an aggregate purchase of 900 shares on August 29, 2002 and August 30, 2002 reported on Form 4 Statement of Changes in Beneficial Ownership filed with the Commission on September 4, 2002.

/s/ Lawrence David Swift

09/06/02

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\*\*Signature of Reporting Person

-----  
Date

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(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.

Page 3 of 3